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HẢ LỒNG CANNED FOOD JOINT STOCK CORPORATION

INTERNAL RULES ON CORPORATE GOVERNANCE

YEAR 2020

INTERNAL RULES ON CORPORATE GOVERNANCE

(Promulgated attached to Resolution No:
dated of the General Meeting of Shareholders of the Company)

**CHAPTER I
General Provisions**

Article 1. Meaning and applicable scope

This Governance Rule is applying for Ha Long Canned Foods Joint Stock Corporation (“Rule”).

This Rule is built in accordance with the provisions of Enterprise Law, Law on Securities, Decree No. 71/2017/ND-CP dated 6 June 2017 guidelines on corporate governance of public companies, the guidelines and adopting the best international practices of corporate governance in accordance with conditions of Vietnam, in order to ensure the sustainable development of the stock market and contribute to a healthy economy.

This Rule applies the basic rules on corporate governance with a view to protecting the legitimate rights and interests of shareholders, and to establishing standards for conduct and professional ethics of the BOM Members, General Director, Supervisory Board members and other Executives of Ha Long Canned Foods Joint Stock Corporation.

This Rule is also basis for evaluating the implementation of corporate governance of Ha Long Canned Foods Joint Stock Corporation.

Article 2. Interpretation of terms and abbreviated words

1. The following terms and abbreviated words shall be construed as follows:

a. “**Company**” means Ha Long Canned Foods Joint Stock Corporation, Enterprise Registration Code: 0200344752, first registration on 05 March 1999 having its head office located at 71 Le Lai, May Chai ward, Ngo Quyen district, Hai Phong city;

b. “**BOM**” means the Board of Management of the Company;

c. “**AGM**” means the Annual General Meeting of Shareholders of the Company;

d. “**Corporate governance**” means a system of rules to ensure that the Company is effectively operated and controlled in the interests of shareholders and related persons. Rules of corporate governance include:

- Ensure an effective governance structure;
- Ensure effective operation of the BOM, the Supervisory Board;
- Ensure the rights of shareholders and other relevant people;
- Ensure the equal treatment between shareholders;
- Ensure the transparency in the Company’s activities;
- Ensure the role of the persons with interests relating to the Company;

- e. “**Enterprise Law**” means the Enterprise Law passed by the National Assembly on 26 November 2014;
 - f. “**Law on Securities**” means the Law on Securities passed by the National Assembly on 29 June 2006, as amended and supplemented on 24 November 2010;
 - g. “**Related person**” means any individual or organization as stipulated in Item 17, Article 4 of the Enterprise Law;
 - h. “**Non-executive BOM Members**” mean the BOM Members who are not Executives;
 - i. “**Independent BOM member**” means a member of the BOM who is regulated in the Item 2, Article 151 of the Enterprise Law;
 - j. “**Person in charge of corporate governance**” means a person who has his or her responsibility and power in accordance with Article 18, Decree 71/2017/NĐ-CP adopted on 06 June 2017;
 - k. “**Company Charter**” means the Charter of the Company adopted by the General Meeting on as amended, supplemented from time to time since its lawful adoption;
 - l. “**Major Shareholder**” means a shareholder directly or indirectly has the ownership of 05% (five percent) or more of shares of the Company with the voting right;
 - m. “**Executives**” means persons include Director General, Deputy General Director, Member of Board of Directors, Chief Accountant and other executives appointed by the BOM.
2. In this Rule, a reference to one or more provisions or legal document shall include amendments, supplementing or replacing documents of such documents.

CHAPTER II

Shareholders and AGM

Article 3. Rights and obligations of shareholders

1. Shareholders have all rights and obligations as prescribed by the Enterprise Law, relevant legal documents and the Company Charter, especially:
 - a. The right to free transfer shares paid and recorded in the shareholders book, except the case of restricted transfer as prescribed by law, Company Charter or decisions of the AGM;
 - b. The right to fair treatment. Each share of the same type brings the shareholders equal rights, obligations and interests. If the Company has preferred shares, the rights and obligations attached to such preferred shares must be fully announced to the shareholders and approved by the AGM;
 - c. The right to be fully notified of periodic and irregular information about the Company’s operation;
 - d. The rights and obligations to attend the meetings of the AGM and to directly vote or via the representative, or to do remote voting;
 - e. The priority to purchase new shares proportionally to the shares holding.
2. The shareholders are entitled to protect their lawful interests. In case the decisions made by the AGM or the BOM are not lawful or violate the fundamental interests of shareholders as prescribed by law, shareholders are entitled to request the cancellation of such decisions under the procedures prescribed by law. In case such decisions caused damage to the Company, then the BOM, Supervisory Board, General Director must pay compensation to the Company within their scope of responsibility.

Shareholders are entitled to claim compensation from the Company as prescribed by law.

3. Shareholders have the right to refuse any preemptive right to new shares offered for sale. This is clearly stated in the relevant resolution of AGM.

4. The Company is responsible to formulate a reasonable corporate governance mechanism and an effective communication system with shareholders in order to ensure that:

- a. Shareholders perform full rights under law and Company Charter;
- b. Shareholders are treated fairly.

Article 4. Company Charter and internal rule on corporate governance

1. The Company builds and issues its Company Charter in accordance with the prevailing rules.

2. In this Rule, the Company develops and issues an internal rule on corporate governance including the following major contents:

- a. Order and procedures for convening and voting at the AGM - (Appendix 1 attached);
- c. Order and procedures for nominating, self-nominating, voting and dismissing the BOM Members - (Appendix 2 attached);
- d. Order and procedures for meetings of the BOM - (Appendix 3 attached);
- e. Order and procedures for selection, appointment and dismissal of Executives - (Appendix 4 attached);
- f. Processes and procedures to coordinate activities between the BOM, Supervisory Board and General Directors (Appendix 5 attached);
- g. Rules on assessing activities, rewarding and disciplining the BOM Members, the member of Supervisory Board, General Directors and other Executives (Appendix 6 attached).

Article 5. Issues relating to Major Shareholders

1. Mechanisms of regular communication with Major Shareholders:

- Before the annual or extra-ordinary AGM, the BOM may hold the Major Shareholders meeting to consult opinion of the Major Shareholders for program, agenda and other issues related to the meeting of AGM;
- The BOM may also hold the Major Shareholders meeting at other times as deemed necessary for benefit of the Company;
- The BOM must send a written invitation, agenda and related materials for Major Shareholders to attend the meeting no later than 03 (three) days before the meeting;

2. Major Shareholders shall not be permitted to exploit their advantages in order to cause harm to the rights and interests of the Company and other shareholders.

3. Major Shareholders are obliged to disclose information under the provisions of law.

Article 6. Annual and extraordinary AGM

1. Order and procedures for convening and voting at the AGM (Attached Appendix 1).

2. The Company must comply with the procedures for convening the AGM as prescribed by law, Company Charter and its internal rules. The Company must disclose

information about closing the shareholders list entitled to attend the AGM at least ten (10) working days before closing the list. The Company must not restrict the shareholders from attending the AGM and must facilitate the shareholders' authorizing their representatives to attend the meeting of AGM or voting by registered letters at their requests. The Company must guide procedures for authorizing and making letter of attorney for its shareholders as prescribed.

3. The BOM or the AGM' convener shall set agenda, arrange reasonable location and time for discussion and voting each issue in agenda of the AGM in compliance with Item 7, Article 136 of Enterprise Law.

4. The Company must apply as much as possible the modern information technology so that its shareholders may attend the AGM easily, including guiding the remote voting, or voting via online meetings of the AGM, when the required facilities are available.

5. The Company must hold the annual AGM as prescribed by the Enterprise Law. The annual meeting of AGM must not be held in form of gathering the shareholders' opinion in writing.

6. The principles, contents, order and procedures for gathering the shareholders' opinion in writing to pass the resolutions of AGM as stipulated at Appendix 1 attached to the Rule on order, procedure for convening and voting at AGM. If the opinion is made in writing, the Company must send and announce fully documents, make sure that its shareholders have enough time to read the documents before sending the votes similarly to the meeting of the AGM.

Article 7. Reports on operation of the BOM at the annual meeting of AGM

Report on operation of the BOM at the annual AGM must include the following contents:

1. Remuneration, activities cost and other benefits of BOM, the BOM Members, General Directors, other Executive ratified by the BOM;
2. Summary of BOM meetings and decisions of the BOM;
3. Assessment of Independent BOM member(s) on operation of the BOM;
4. Operation of other sub committees under the BOM as stipulated at Article 17 of this Rule.
5. Results of the supervision over the General Director;
6. Results of the supervision over other Executives;
7. Future plans.

Article 8. Report on operation of the Supervisory Board at the annual meeting of AGM

Report on operation of the Supervisory Board at the annual AGM must include following contents:

1. Remuneration, operation costs, and other benefits of the Supervisory Board and each member of the Supervisory Board;
2. Summary of the meetings and decisions of the Supervisory Board;
3. Assessment of operation and finance of the Company;
4. Results of supervision over the BOM, General Director and other Executives;
5. Reports on cooperation between the Supervisory Board, the BOM, General Director and shareholders.

Article 9. Independent auditors' attending the AGM

The independent auditors performing the Company's audit shall be allowed to attend AGM and are entitled to receive notice and other information related to AGM that the shareholders are entitled to receive and express their opinions at the AGM on issues related to the audit of the financial statement of the Company.

CHAPTER III Members of BOM and the BOM

Article 10. Nomination, self-nomination, election, dismissal, removal of member for the BOM

1. When the candidates have been identified, the information related to the candidates of BOM must be included in the documents used for the AGM on the website of the Company so that shareholders can find out about the candidates before voting. Information about the BOM candidates must include:

- Full name and date of birth;
- Educational qualifications;
- Professional qualifications;
- Work experience;
- Names of companies of which they are as the BOM Members and other management positions;
- Assessment reports on their contributions to the Company if they are currently members of the BOM;
- Interests related to the Company (if any);
- Name of the shareholder or group of shareholders nominating the candidate (if any);
- Other information (if any).

2. The candidates of the BOM must make written commitments to provide truthful, accurate and reasonable information and to perform the tasks honestly if elected as members of the BOM.

3. The shareholders holding common shares for at least six (06) consecutive months may include the voting rights of each person together to nominate the members of the BOM. Shareholders or groups of shareholders holding 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate three (03) candidates; from 40% to 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; between 70% and 80% may nominate up to (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

4. Where the number of candidates for the BOM through nomination and self-nomination fails to reach the required number, the incumbent BOM may nominate additional candidates or organize the nomination in accordance with the mechanism specified in the Company Charter and the internal Rule of the Company. The introduction of candidates by the BOM must be published clearly and must be approved by the AGM prior to the nomination.

5. Order and procedures for nomination, self-nomination, election, dismissal and

removal of the BOM Members are specified in Appendix 2 attached.

Article 11. The BOM membership

1. The BOM members are not those banned from being the BOM members by laws and Company Charter. The BOM members do not need not to be the Company shareholders.

2. The Company needs to limit the BOM Members holding managing positions in the Company to ensure the independence of the BOM.

3. A BOM member of the Company must not concurrently be a BOM member of more than five other companies during his/ her position.

4. The BOM Chairman must not concurrently hold the position of General Director of any other public company during his/ her position.

Article 12. Composition of the BOM

1. The number of members of the BOM is at least five (05) people and not exceeding eleven (11) people. Structure of the BOM needs to ensure the balance of the members experienced in law, finance and business lines of the Company.

2. Structure of the BOM needs to ensure the balance of the executive members and non- executive members, at least one third (1/3) thereof must be the non-executive BOM members.

3. If a member loses his/her membership as prescribed by law and Company Charter, or is dismissed, removed or cannot continue to be a member for any reason, the BOM may temporarily appoint another person as a member of the BOM as prescribed in the Company Charter. Voting of the replacing BOM Members must be carried out at the nearest meeting of AGM.

Article 13. The rights of the BOM Members

The BOM Members have all the rights prescribed by Enterprise Law, relevant legal documents and Company Charter, especially the right to receive information and documents about finance and operation of the Company and the units in the Company.

Article 14. Responsibility and obligations of the BOM members

1. The BOM members must fulfill their responsibilities and obligations as prescribed by Enterprise Law and relevant legal documents.

4. The BOM members must fulfill their duties truthfully, carefully in the best interests of the shareholders and the Company.

5. The BOM members must attend all meetings of the BOM and state their clear opinions on issues raised for discussion.

6. The BOM members must announce remunerations that they received from the subsidiary companies, associate companies and other organizations of which they are as the representatives of the Company contributed capital.

7. The BOM members and Related Persons must report their transactions in the Company' shares to the State Securities Commission and disclose information about such transactions as prescribed by law.

8. The Company may purchase liability insurance for the BOM members after obtaining approval from the AGM. Such liability insurance does not cover the liability of the BOM members related to violations of laws and Company Charter.

Article 15. Responsibility and obligations of the BOM

1. The BOM must fulfill their responsibility and obligation as prescribed by Enterprise Law and relevant legal documents;
2. The BOM must be responsible to the shareholders for the Company's operation;
3. The BOM must be responsible for ensuring that the Company' activities to comply with law, Company Charter and internal rule, ensuring equal treatment to all shareholders and respect for the persons with interests related to the Company.
4. The BOM shall formulate provisions on the order and procedures for nominating, self- nominating, voting and dismissing the BOM Members and the order, procedures for holding meetings of the BOM.
5. The BOM shall formulate provisions on the order and procedure for selecting, appointing and dismissing Executives and the order and procedures for co-ordination of activities between the BOM with Supervisory BOM and General Director.
6. The BOM shall be responsible to formulate a mechanism for assessing activities, rewarding and disciplining the BOM Members, Supervisory BOM, General Director and other Senior Executives.
7. The BOM shall be responsible to report their operation at the meeting of AGM as stipulated in Article 7 of this Rule.

Article 16. Meetings of the BOM

1. The BOM shall organize its meetings in accordance with the order and procedures stipulated in the Company Charter and this internal rule. Organization of the BOM meeting, its agenda and relevant documents shall be notified in advance to the BOM Members within the time-limit stipulated by law and Company Charter.
2. Minutes of the BOM meeting must be prepared clearly and in detail. The Chairman and the minutes taker must sign on the meeting minutes. Meeting minutes of the BOM must be filed in accordance with law and Company Charter.
3. In addition to the meeting modalities directly, meeting through the phone, or other forms specified in Article 30 of Company Charter, the BOM may consult the BOM Members in writing to pass decisions of the BOM.
4. Order and procedures for meetings of the BOM shall be carried out in compliance with Appendix 3 attached to this Rule.

Article 17. Sub-committees of the BOM

1. The BOM may establish and delegate powers to its sub-committees. Members of the sub-committee may consist of one or more members of the BOM and one or more external members as determined by the BOM. In the process of exercising the authorized rights, the subcommittees shall comply with the regulations stated by the BOM. These regulations may govern or permit the admission of people who is not member of the BOM to the above committees and allow such person to vote as a member of the committee but:
 - (a) It shall be ensured that the number of external members is less than 1/2 (one-half) of the members of the sub-committee.
 - (b) Resolutions of the subcommittees are only valid when the majority of members attending and voting at the meeting of the subcommittee are members of the BOM.

2. The implementation of decision of the BOM or the sub-committee under the BOM, or of the person who is the member of the sub-committee shall be in accordance with the laws and this Charter.

Article 18. The Person in charge of corporate governance

1. The BOM shall appoint at least one (01) person in charge of corporate governance to support the corporate governance effectively. The term of office of the person in charge of corporate governance shall be decided by the BOM with a maximum of five (05) years.

2. Persons in charge of corporate governance shall:

a. Be knowledgeable about law;
b. Not work for the independent audit firm performing audits of the Company's financial statements;
c. Other standards as prescribed by the law, this Charter and the decisions of the BOM.

3. The BOM may remove the Person in charge of corporate governance if necessary, but not in contravention of the effective laws on labor. The BOM may appoint an assistant manager in charge of corporate governance from time to time.

4. Person in charge of corporate governance shall have the following rights and obligations:

a. Advise the BOM on the organization of convening the AGM in compliance with rules and the related work between the Company and shareholders;
b. Prepare meetings of the BOM, Supervisory Board and AGM at the request of the BOM or the Supervisory Board;
c. Advise on the procedures of meetings;
d. Participate in the meetings;
e. Advise on procedures for resolutions of the BOM in accordance with regulations of law;
f. Provide financial information, copies of meeting minutes of the BOM and other information for members of the BOM and member of Supervisory Board;
g. Monitor and report to the BOM on the operation of publishing information of the Company;
h. Ensure the security of information in accordance with regulations of law and the Company's charter;
i. Other rights and obligations in accordance with regulations of law and the Company Charter.

Article 19. Remuneration of the BOM

1. Remuneration of the BOM shall be approved annually by the AGM and publicly disclosed in accordance with the law.

2. If a BOM member concurrently holds the managerial positions of the Company and the subsidiary companies, remuneration publicly disclosed must include salary and bonus for the managerial positions and other remunerations.

3. Remunerations, other benefits and expenses paid and allotted to the BOM Members by the Company shall be disclosed in detail in the Company's annual report.

CHAPTER IV

Members of Supervisory Board and Supervisory Board

Article 20. Self-nomination and nomination to members of the Supervisory Board

Self-nomination and nomination to the Supervisory Board shall comply with the provisions in the Company Charter. Mechanism for self-nominating, nominating the members of the Supervisory Board shall be conducted as follows:

1. The shareholders holding common shares for at least six (06) consecutive months may include the voting rights of each person together to nominate the members of the Supervisory Board. Shareholders or groups of shareholders holding 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates and if more than 50% they are entitled to nominate full number of candidates.

2. Where the number of candidates for the Supervisory Board through nomination and self-nomination fails to reach the required number, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the mechanism specified in the Company Charter and internal rules of the Company. The nomination mechanism of the incumbent Supervisory Board must be published clearly and must be approved by the AGM prior to the nomination.

3. Self-nomination, nomination of the Supervisory Board members must be made in writing and sent profile to the Company within 10 (ten) days before the AGM. Resumes must be made in the form prescribed by the Company, including:

- Full name, date of birth;
- Educational qualifications;
- Professional qualifications;
- Work experience;
- Interests related to the Company (if any);
- Full names of the shareholders or groups of shareholders nominating them (if any);
- Other information (if any).

4. Method of electing the Supervisory Board members:

Method of electing the Supervisory Board members is done similar with method of election of the BOM Members stipulated at Article 10 of this Rule.

Article 21. Supervisory Board membership

1. Supervisory Board members are not those banned from being members of the Supervisory Board by laws and Company Charter. Supervisory Board members must be experienced and qualified.

2. Supervisory Board members must satisfy the following conditions:

- Having the full capacity for civil acts and not being who is prohibited to establish and manage enterprises subject to Item 2, Article 18, Enterprise Law, detail as follows:
 - + Cadres, State officials and State employees in accordance with the law on cadres, State officials and State employees;
 - + Officers, non-commissioned officers, career servicemen and national defense

- workers and employees in agencies and units of the People's army; officers, non-commissioned officers in agencies and units of the People's public security of Vietnam;
- + Management personnel, professional management personnel for State owned enterprise;
 - + Minors; persons whose capacity for civil acts is restricted or lost; organizations without legal entity status;
 - + Persons who are prosecuted for criminal ability, serving prison sentences or administrative decision at compulsory drug rehabilitation establishments or compulsory educational establishments or being prohibited from engaging into business, assuming certain positions or doing certain work relating to business in accordance with a decision of a court; other cases subject to laws on bankruptcy, anti- corruption.
 - Not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological children, adoptive children, biological siblings of any members of BOM, General Director and any other Executives;
 - Not be an Executive;
 - Not work in the accounting and finance department of the Company.
 - Not be a member or employee of the independent audit firm auditing the financial statements of the Company over the last 03 years.

Article 22. Composition of the Supervisory Board

1. Number of Supervisory Board members shall be at least three (03) people and not exceeding (05) five people. The term of Supervisory Board members does not exceed five (05) years and can be re-selected for unlimited terms. In the Supervisory Board there must be at least one member being accountant or auditor.
2. Head of Supervisory Board must be a professional accountant or auditor and works full- time for the Company.

Article 23. Rights to access to information of the Supervisory Board members

1. Supervisory Board members shall be entitled to access to all information and documents relating to the Company's activities. The BOM Members, General Director and other Executives must provide information at request of the Supervisory Board members.
2. The Company shall formulate a mechanism to support the Supervisory Board members in operating and fulfilling their duties efficiently in accordance with laws and the Company Charter.

Article 24. Responsibilities and obligations of the Supervisory Board

1. The Supervisory Board is responsible to the Company's shareholders for their supervision. The Supervisory Board is responsible for supervising the Company's finance, legitimacy in the operation of the BOM Members, General Director and other Executives, the cooperation between the Supervisory Board, the BOM, General Director, other Executives and shareholders, and other duties as prescribed by laws and the Company Charter in order to protect the lawful interests of the Company and its shareholders.
2. The Supervisory Board must hold meeting at least twice a year, number of members attending the meeting must account for at least two-thirds (2/3) of total number

of the Supervisory Board members. Meeting minutes of the Supervisory Board must be prepared clearly and in details. Secretary and Supervisory Board members attending the meeting must sign on the meeting minutes. Meeting minutes of the Supervisory Board must be kept to determine responsibilities of each member of the Supervisory Board.

3. In the Supervisory Board' meetings, the Supervisory Board has the right to request answer from the BOM Members, General Director, internal auditors (if any) and independent auditors attending the meetings on the issues which interested by the Supervisory Board.

4. In cases the Supervisory Board identify any violations against regulations of laws or the Company Charter committed by a member of the BOM, the General Director and other Executives, it must notify in writing to the BOM within forty eight (48) hours, asking the offenders to stop the violation and to take remedial measures.

5. The Supervisory Board is entitled to select an independent auditing organization to audit financial statements of the Company, and to request the AGM to approve such selection.

6. The Supervisory Board is responsible for the report at the AGM as stipulated in Article 8 of this Rule.

Article 25. Remuneration of the Supervisory Board

Members of the Supervisory Board shall be paid annual remuneration for performing their duties. Remuneration of the Supervisory Board members must be approved by the AGM. The Supervisory Board shall be reimbursed for expenses for meals, accommodation, travel and other reasonable expenses from their participation to meetings of the Supervisory Board or execution of other activities of the Supervisory Board. Total remuneration, other benefits and expenses paid and allotted to the Supervisory Board members by the Company must be disclosed in the Company's annual report and to shareholders.

CHAPTER V

Prevention of conflict of interests

Article 26. Responsibility for honesty and avoiding conflict of interests of the BOM Members, Supervisory Board, General Director and other Executives

1. The BOM Members, Supervisory Board, General Director and other Executives must publish their related interests as prescribed by the Enterprise Law and relevant legal documents.

2. The BOM members, the Supervisory Board members, General Director and other Executives are not allowed to use the business opportunities that are profitable to Company for their individual purpose; not permitted to use the information acquired by their positions for personal gain or to serve the interests of any other organizations or individuals.

3. The BOM members, the Supervisory Board members, General Director and other Executives are obliged to inform BOM of all interests that may conflict with the interests of Company that they may enjoy through other economic entity, transactions or individuals.

4. Unless otherwise provided by the AGM, the Company does not provide loans or guarantees to the BOM members, the Supervisory Board members, General Director, the other Executives and the individuals, organizations related to the members above

mentioned or legal entity who has financial interests, except for the Company and organizations related to its shareholders are companies in the same group or companies operating in a group of companies including parent companies-subsiidiaries, economic groups, and the relevant laws specifies otherwise.

5. The contract or transaction between Company with one or many members of BOM, the Supervisory Board members, General Director, partnership, association or organization that the BOM members, the Supervisory Board members, General Director, other Executives and the persons related to them as the members, or related to the financial benefits shall just take effective in the following cases:

- For contracts valued at less than 35% of the total asset value recorded in the most recent financial report, the key contents of the contract or transaction as well as the relationships and interests of the BOM members, Supervisory Board member, General Director, other Executives have been reported to BOM. At the same time, the BOM has authorized the performance of such contract or transaction by a majority of votes of the BOM members who have no relevant interests;
- For contracts valued equal to or greater than 35% of the total asset value recorded in the most recent financial report, the key contents of the contract or transaction as well as the relationship and interests of the BOM member, Supervisory Board member, General Director, other Executives are disclosed to the shareholders who have no relevant benefits and have the right to vote on that issue, and those shareholders have approved for the contract or transaction;
- The contract or transaction is regarded as fairness and reasonability by an independent consultancy organization in all aspects related to the Company's shareholders at the time the transaction or contract is allowed for implementation by approval of BOM or AGM.

6. The BOM Members must not vote for the transactions in which they, or persons related to them, participate, including the transactions of which the material or non-material interests of the BOM Members are not identified. The transactions stated above must be disclosed in the Company's annual report.

7. The BOM Members, Supervisory Board, General Director, other Executives and persons related to these members must not use the information that is not allowed to be disclosed or reveal such information to other persons for making relevant transactions.

Article 27. Transactions with Related persons

1. When making transactions with Related persons, the Company must sign written contracts on the principle of equality and voluntary. The contract contents must be clear, specific and information must be disclosed to the shareholders at their request.

2. The Company must apply necessary measures to prevent Related persons interfering in the Company's activities and causing loss to the Company's interests by controlling the selling and purchasing channels or manipulation of prices.

3. The Company must apply necessary measures to prevent shareholders and relevant persons to carry out transactions which may cause losses of capital, assets or other resources of the Company. The Company must not grant loans or guarantees for shareholders and Related persons, except for circumstances as stipulated in Item 5,

Article 26 of this Rule.

Article 28. Ensuring legitimate rights of persons with interests related to the Company

1. The Company must respect the legitimate rights of persons with interests related to the Company including banks, creditors, employees, consumers, suppliers, community and other persons of whom the interests are related to the Company.

2. The Company needs to co-ordinate actively with persons who have interests related to the Company, by:

a. Providing sufficient necessary information to banks and creditors so that they can assess activities and financial status of the Company and make decisions;

b. Encouraging them to raise opinions on the business, finance and important decisions related to their interests by direct contact with the BOM, Supervisory Board and General Director.

3. The Company must comply with the provisions on labor, environment and must operate with responsibility to the community and society.

CHAPTER VI

Training on Corporate Governance

Article 29. Training on corporate governance

The BOM Members, Supervisory Board, General Director and the person of the Company in charge of corporate governance must attend the training courses on corporate governance at training institutions accredited by the State Securities Commission.

CHAPTER VII

Information disclosure and report

Article 30. Obligation to disclose information

1. The Company shall be obliged to promptly, completely and accurately disclose publicly both periodical and extraordinary information about its business, financial status and corporate governance status to shareholders and the public. Information and method of announcing information shall be implemented in accordance with laws and Company Charter. In addition, the Company must disclose other information in a promptly and completely manner if such information is capable of affecting the stock price and affecting decisions of shareholders and investors.

2. Disclosure of information shall be implemented by the methods which ensure the equitable access for shareholders and investors. Wordings used in information announcement must be clear, comprehensible and avoid misinterpretation of shareholders and investors.

Article 31. Disclosure of information on corporate governance

1. The Company must disclose publicly the information about the corporate governance at the annual meeting of AGM and in annual reports of the Company as prescribed by laws and provisions on stocks and stocks market.

2. The Company shall be obliged to report every six (06) months and publicly disclose information about the corporate governance as prescribed by laws and

provisions on stocks and stocks market.

Article 32. Responsibility for reporting and announcing information of the BOM Members, Supervisory Board and General Director:

In addition to the responsibilities as stipulated in Article 26 of this Rule, the BOM Members, Supervisory Board and General Director shall be responsible for reporting and disclosing information on transactions in the following cases:

1. The transactions between the Company and other company in which the founders or the BOM Members, General Director within the previous three (03) years are the members stated above.
2. The transactions between the Company and other company in which the members stated above are the BOM Members, General Director or Major Shareholders.

**CHAPTER VIII
Supervision and handling of violations**

Article 33. Supervision

The Company, relevant organizations and individuals must subject to supervision on corporate governance by the State Securities Commission and by other competent agencies as stipulated by law.

Article 34. Handling violations

The Company, relevant organizations and individuals that commit violations or omit to implement this Rule are liable to administrative sanctions or liable to criminal prosecution depending on the nature and extent of violations as prescribed by law.

**CHAPTER IX
Effective date**

Article 35. Effective date

1. This Rule on Corporate Governance comprises IX Chapters with 35 articles is approved by the AGM of the Company at Resolution No. dated
2. This is the only and official Rule on Corporate Governance of the Company and replaces any and all regulations and rules on corporate governance of the Company issued or effective before the effective date of this Rule.
3. The copies or extracts of the Company's Rule on Corporate Governance must be signed by the BOM's Chairman or at least 1/2 of total number of the BOM Members to be valid.
4. The amendments and supplements to this Rule in accordance with the Company's operations and rules of law shall be considered and decided by the BOM after the approval of the AGM to protect shareholders.

**ON BEHALF OF THE BOARD OF MANAGEMENT
CHAIRMAN**

Appendix 1

Order and procedures for convening and voting at the AGM

1. Notification of the closing list of shareholders entitled to attend the AGM;

The company must send notification profile to exercise the right in full and valid to the Central Securities Depository ("VSD") at least 10 working days before the final registration date to announce about closing the list of shareholders entitled to attend the AGM. The company shall disclose information about closing the list of shareholders entitled to attend the AGM at least ten (10) working days prior to the closing date.

2. Convening, agenda and notification of the meeting of the AGM:

To comply with provisions of Article 18 of the Company Charter.

3. Method of registration to attend the meeting of the AGM:

To comply with provisions of Article 20 of the Company Charter.

4. Method of vote at the meeting of the AGM:

- Each share owned or represented is corresponding with one voting unit.
- Each shareholder or their proxy (hereinafter referred to as the "shareholder") attending the AGM will receive "shareholder tickets" and "ballot tickets" showing their shareholder code and number of shares (hereinafter referred to as "voting card").
 - + Shareholder tickets: use for voting all matters in the meeting of the AGM by making "X" in the box of "approved" or "disapproved" or "no opinion" on each matter / decision respectively by raising the shareholder tickets except election of the BOM, Chairman cum General Director, Supervisory Board and other matters required voting by ballot.
 - + Ballot tickets: use for voting by method of ballot. Ballot tickets recorded contents need to vote and election box showing the shareholders decision. The ballot ticket is also used for voting the BOM, Chairman cum General Director/ Supervisory Board.
 - Valid voting card must be satisfying the following conditions:
 - + Voting card in the prescribed form shall be granted by the Company to shareholders that registered to attend the AGM.
 - + Voting card is done in accordance with the provisions of the Company and approved by the AGM.
 - The shareholder is regarded as having attended and voted in a meeting of AGM when such shareholder have sent to the meeting of AGM the voting sheet via post, facsimile, or email to the address specified in the notice to convene the meeting of AGM by the Company.

5. Method of vote counting:

- At the meeting of the AGM, shareholders shall elect a vote counting committee; number of the vote counting committee members is not more than 03 (three) persons. The vote counting committee may establish a team to support its operations.
 - Conditions of the vote counting committee's members include:
 - + One member of the vote counting committee is knowledgeable about the provisions of the laws;

- + The vote counting committee's members are not BOM's members or candidates for members of BOM/Supervisory Board.
- + The vote counting committee's members are not the General Director or candidates for General Director.
- + The vote counting committee's members are not related to the above-mentioned members or candidates.
- + The vote counting committee's members should have experience in voting, election procedure.
 - The AGM discusses and votes on each matter in the meeting agenda. Vote counting committee collects the voting cards "approved", then collecting voting cards "disapproved", eventually collecting voting cards "no opinion". After collection of all voting cards, the vote counting committee shall conduct counting number of approved voting cards, disapproved voting cards, and no opinion voting cards.
 - To ensure the vote counting procedures are open and clear, the vote counting committee must be supervised during vote counting. The chairman of AGM's meeting appoint a person/ persons who are responsible for the supervision of the voting counting process. This person/ these persons have the right to intervene and report immediately where there is sign of abnormality or non- transparency during the vote counting process.
 - The person(s) appointed to supervise the process of vote counting shall have the right:
 - + To prevent all breaches of the regulations on voting and election;
 - + To report to the chairman of meeting of AGM any signs of abnormality in the process of vote counting, if applicable.
 - The vote counting and supervision of the vote counting shall be made independently and honestly. The persons who are responsible for vote counting and the supervision of the vote counting shall be responsible for accuracy of voting results.
 - After finishing the vote counting, the boards of counting and supervising the counting vote shall issue minutes of voting results. The minutes shall specify:
 - + Total number of voting cards issued, owning / representing for how many shares.
 - + Total number of voting cards received, owner / representative for how many shares.
 - + Voting results for each issue asking opinions must be clearly stated on each type of approved, disapproved, and having no opinion; including: Total number of voting cards, owning / representing for how many shares, percentage on total number of shares with voting rights;
 - + Minutes must be signed by all members of the vote counting committee and the person(s) supervising the vote counting.

6. Notification of voting results:

- Voting results on the voting issues must be sent to the Chairperson of the meeting of AGM by the vote counting Committee for announcement before the meeting of AGM ends.
 - The Chairperson of the meeting of AGM announces or appoints representative of the vote counting committee to announce voting results of the voting issues before meeting of the AGM ends.

7. Adoption of resolution of the AGM:

Adoption of resolution of the AGM shall comply with provisions of Article 21 of

the Company Charter.

8. Making minutes of the meeting of the AGM:

- Chairperson of the meeting of the AGM elects not more than 03 (three) persons as secretary to prepare minutes of the meeting of the AGM.

- Contents of the meeting of the AGM must be recorded in the minutes. Minutes must be prepared in Vietnamese (and foreign languages if necessary) and must have the following main contents:

- + Name, headquarters address, enterprise code;
- + Time and location of the meeting of the AGM;
- + Agenda and contents of the meeting;
- + Full names of the chairperson and the secretary;
- + Summary of the meeting and opinions given at the AGM with regard to each issue on the agenda;
- + The number of shareholders and total number of votes of attending shareholders; list of registered shareholders, representatives of shareholders with the corresponding number of shares and votes;
- + Total votes on each issue in which specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and no opinion votes; corresponding ratio to total number of votes of the attending shareholders;
- + Ratified issues and corresponding ratio of affirmative votes;
- + Signatures of the chairperson and the secretary.

- Minutes of the AGM must be completed and approved by the AGM before closing the meeting of the AGM. Minutes of the meeting of AGM shall be considered as real evidence of the works carried out in the meeting of the AGM.

- Chairperson and secretary of the meeting of AGM must sign the minutes and jointly be responsible for the truthfulness and accuracy of contents of the minutes.

9. Announcing resolutions of the AGM to the public:

- The persons that be authorized to disclose information must announce resolutions of the AGM within 24 (twenty-four) hours after resolutions of the AGM adopted.

- Means and methods announcing resolutions of the AGM shall comply with the provisions of law on information disclosure for public companies.

10. Competence and procedures for shareholders' opinion gathering in writing to adopt resolutions of the AGM

Competence and procedures for shareholders' opinion gathering in writing to adopt the resolutions of the AGM shall comply with the provisions of Article 22 of the Company Charter, as follows:

1. The BOM has the right to gather the shareholders' opinions in writing to adopt resolutions of AGM at any time if deemed necessary for benefits of the Company;

The BOM must prepare written opinion form, draft of resolution of the AGM and other documents explaining the draft of resolutions. The BOM must submit and publish documents to the shareholders within a reasonable time for consideration and voting, and document must be sent at least fifteen (15) days before the expiration date of receipt of the questionnaire.

2. The written opinion form must have the following main contents:
 - a. Name and address of the head office, enterprise registration number;
 - b. Purpose for collecting the opinion;
 - c. Full name, permanent address, nationality, identity card number, passport or other legal personal identification papers of shareholder as individual; name, enterprise code or establishment decision number, headquarters address of shareholder as organizations or full name, permanent address, nationality, ID card, passport or other legal personal identification papers of authorized representative of the shareholder as organization; number of shares of each type and number of votes of the shareholders;
 - d. Issues to be obtained opinions to pass the resolution;
 - e. Voting options include approved, disapproved, and and no opinion for each issue to be obtained opinions;
 - f. Time-limit for returning the completed the written opinion form to Company;
 - g. Full name and signature of Chairman of BOM and of the legal representative of Company.

3. The completed written opinion form must bear the signature of the shareholder as individual or the authorized representative or legal representative of the institution shareholder.

Written opinion form sent to the Company must be in a sealed envelope, and no one is permitted to open it prior to the counting of votes. Written opinion form that the Company receives after the time-limit specified on it or has been opened shall be regarded as invalid.

4. The completed written opinion may be sent to the Company in the following manner:

- a. By post: Every written opinion sent to the Company must be put into sealed envelopes. Envelopes must not be opened before counting;
- b. By fax or email: Every written opinion sent by fax or email must be kept confidential until the vote counting time.

The completed written opinion form that Company receives after the time-limit specified in the written opinion form or opened if sending via post or published before the voting time if sending via fax or email shall be regarded as invalid. If written opinion is not received, it shall be excluded from voting.

5. The BOM shall count votes and prepare minutes of counting votes in the presence of the Supervisory Board or shareholders who do not hold the position of management positions in the Company. Minutes of counting votes shall have the following principal contents:

- a. Name and address of head office, enterprise code;
- b. Purpose and issues to be consulted for approval;
- c. Number of shareholders with number of votes has participated to vote, in which distinguishing the valid and invalid votes, and methods of sending votes including an appendix of voting shareholders list;
- d. Total affirmative votes, negative votes and no opinion votes for each issue;
- e. Issues have been adopted;
- f. Full name and signature of the BOM's Chairman, legal representative of the Company and supervisor of the vote counting.

The members of BOM, the vote counter and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the minutes of the counting of votes, jointly responsible for damages arising from resolution adopted by

untruthful or inaccurate vote counting.

6. The minutes of votes counting shall be published on Company's website within twenty-four (24) hours and/or sent to shareholders within fifteen (15) days as from the date of completion of vote counting.

7. The completed written opinion form, the minutes of votes counting, the resolutions adopted and relevant documents enclosed with the written opinion form must be kept at the head office of the Company.

8. Resolutions adopted in the form of collecting written opinion from of shareholders must be approved by shareholders representing at least 51% of the total number of shares with voting rights and shall have the same validity as a resolution passed in a meeting of the AGM.

Appendix 2

Order and procedures for nominating, self-nominating, voting and dismissing the BOM Members

1. Standards as the BOM member:

1.1 The BOM member must satisfy the following standards and conditions:

a. Having full capacity for civil acts, not being person not having the right to manage enterprises in accordance with Item 2 Article 18 of the Law of Enterprise, detail as follows:

- Cadres, officers, officials subject to the law on cadres, officers, officials;
- Non-commissioned, professional, servicemen, worker in agencies, units of the People's army; in agencies, units of the People's Public Security of Vietnam;
- Leading personnel, professional management personnel in state owned enterprises;
- Minors; people that are legally incompetent;
- A person who is prosecuted for criminal liability, serve prison sentences, administrative decision at compulsory drug inhabitation establishments, compulsory educational establishments or is be prohibited to carry out business, assumes specific positions or does specific works relating to business in accordance with a decision of a court; other cases according to the law on bankruptcy, anti-corruption.

b. Having professional qualifications, experience in business management and not be required to be a shareholder of the Company.

c. At the same time may be a BOM member of other Companies, however in any circumstances it shall not be contrary to Article 11 of this Rule.

1.2 The independent BOM members must satisfy the following standards and conditions:

a. Not be a person being working for the Company, subsidiaries of the Company, not has worked for the Company, subsidiaries of the Company over the last three years.

b. Not be a person being receiving remuneration from the Company, except for allowances which a BOM member is entitled to enjoy.

c. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological children, adoptive children, biological siblings is a Major Shareholder of the Company; not be Executives or management officers of subsidiaries of the Company;

d. Not be a person, directly or indirectly, owe at least 01% of the total shares of the Company with voting right.

e. Not be a person being in charge of a BOM member, a Supervisory Board member of the Company over at least last 05 years.

2. Methods of self-nomination and nomination candidature to position as the BOM member:

Nomination and self-nomination of the BOM member must be made in writing and sent to the Company within 10 (ten) days before the AGM. Candidate's profile must be made in the form prescribed by the Company, including:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;

- d. Work experience;
- e. Companies of which they are the members of the BOM and other managing positions;
- f. Assessment reports on their contributions to the Company if they are currently members of the BOM of the Company;
- g. Interests related to the Company (if any);
- h. Full names of the shareholders or groups of shareholders nominating them (if any);
- i. Other information (if any).

3. Method of electing the BOM Members:

a. List of candidates: List of candidates and resumes as defined in Article 10 of the Rule attached this appendix shall be posted on the Company's website 10 (ten) days before the meeting of AGM.

b. Voting card: Each shareholder has a voting card; voting card must be stamped by Company's seal, full name of the shareholder, shareholder number, number of shares with voting rights and the candidate list.

c. Method of voting: under the cumulative voting provided under Item 3, Article 144 of the Enterprise Law, according to which each shareholder shall have total number of votes corresponding to total number of shares that he owns multiplied by number of members to be elected to the BOM, and each shareholder has the right to allocate all his votes for one or some candidates.

d. Vote counting: After the AGM conducted voting, the vote counting committee conducts the vote counting under supervision of the Supervisory Board's representative or shareholder who do not hold management position in the Company, and reports to the Chairperson for announcing the vote counting results in the AGM. The elected BOM Members are determined by votes from highest to lowest, starting from candidates with highest number of votes until a sufficient number of members specified in the Company's Charter. If there are 02 or more candidates that receive the same votes for the last position of the BOM, such candidates with the same votes shall be voted again to select the sufficient number of candidates for electing the BOM Members.

4. Cases of dismissal or dismissing the BOM Members:

The BOM member loses his/her capacity as the BOM member in the following cases:

- a. That member has no longer capacity as the BOM member as prescribed by the Enterprise Law or is prohibited by law to become the BOM member.
- b. That member shall have resignation letter sent to the head office of the Company.
- c. That member suffers from mental disorder and other BOM Members have expertise evidences to prove that he or she has no longer act capacity.
- d. That member is absent, failing to attend the BOM's meetings for six (06) consecutive months, except for force majeure.
- e. That member is dismissed by resolution of the AGM.
- f. That member provides false personal information when sending to the Company as a candidate for the BOM.
- g. Other cases in accordance with the laws and this Charter.

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5. Disclosure of election and dismissal of the BOM Members:

Notice of election and dismissal of the BOM Members shall be disclosed information under provisions of the law on securities and stock market.

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Appendix 3

Order and procedures for meetings of the BOM

1. Conditions to organize the BOM meeting:

1.1 Where the BOM elects the Chairman of BOM, the Chairman of BOM shall be elected during the first meeting of the term of BOM within seven (07) working days from the end date of the election of BOM for that tenure. This meeting is convened by the member with highest number of votes or the highest percentage of votes. Where there is more than one (01) member with the highest number of votes or the highest percentage of votes, these members shall elect one of them to convene a meeting of BOM by majority rule.

1.2 The BOM's Chairman shall convene the regular and irregular meetings of the BOM, set agenda, time and place of the meetings at least five (5) days before the scheduled meetings. The Chairman may convene any meeting whenever necessary, but at least one meeting for every quarter.

1.3 Chairman of BOM shall convene the BOM meeting and must not delay without plausible reason, when one of the following subjects has written proposal to present the purpose of the meeting and issues to be discussed:

- a. General Director or at least five (05) other Executives;
- b. Any independent member of the BOM;
- c. At least two (02) the BOM Members;
- d. Supervisory Board.

1.4 The Chairman of BOM shall convene a meeting specified in Item 3 of Article 30 of the Company Charter within seven (07) working days after the meeting proposal. Where the Chairman of BOM fails to convene the meeting under proposal, the Chairman of the BOM shall be responsible for the damages caused to the Company; persons who suggested the meeting specified in Item 3 Article 30 of the Company Charter may themselves convene the BOM meeting.

1.5 Where there is a request from the independent audit firm to audit the financial statements of the Company, the BOM's Chairman must convene the BOM's meeting to discuss the audit reports and situation of the Company.

1.6 The meetings of BOM shall be conducted only when there are at least three-fourths (3/4) of the BOM' members present in person or through a representative (the authorized person) if approved by a majority of members of BOM. In case there are not enough members to attend the meeting as prescribed, the meeting must be reconvened within seven (07) days after the first meeting. The second meeting reconvened shall be conducted if there is more than one half (1/2) of the BOM members attending the meeting.

2. Meeting venue:

The BOM's meetings are conducted in the Company's headquarters or any other address in Vietnam or abroad according to the decisions of the BOM's Chairman and with the consent of BOM.

3. Meeting notice and agenda:

Notice of the BOM's meeting must be sent to the members of BOM and Supervisory Board members at least three (03) working days before the meeting. The members of BOM may deny the notice of meeting in writing and this refusal may be changed or cancelled in writing by such member. Notices on the BOM's meetings must

be made in writing in Vietnamese & in English languages and fully informed of the program, time and place of the meeting, contents of the discussed issues, together with the necessary documents on the matters to be discussed and voted on at the meetings and ballots of the members.

The meeting notice shall be sent by post, fax, e-mail or other means, but must be ensured to get the address of each member of BOM and member of Supervisory Board registered at Company.

4. Method of voting:

4.1 Voting:

a. Each BOM member or the person authorized as specified in Item 8 of this Article directly present personally at the BOM's meeting shall have one (01) vote.

b. The BOM members are not entitled to vote on the contracts, transactions or proposals of which such member or persons related to such members have the benefits and these benefits conflict or could conflict with the interests of Company. The BOM members are not included in the quorum to be present to organize the BOM meeting on the decisions which such members do not have voting rights.

c. When issues arise in the meeting relating to the interests or the voting right of the BOM members but such member do not voluntarily waiver of their voting right, the judgment of the Chairman is a valid and final decision except where the nature or extent of the interests of members of BOM concerned has not been disclosed in full.

d. The members of BOM enjoying benefits from a contract prescribed in items 1 and 2, Article 162 of the Enterprise Law are considered to have significant benefits in the contract.

4.2 Interest disclosure:

The BOM members directly or indirectly enjoy benefits from a contract or transaction has been signed or expected to be signed with Company and know themselves to have benefits including shall be responsible for disclosing of that benefits in the first meeting in which BOM discusses the signing of this contract or transaction. Where the member of BOM does not know himself and the person concerned has interests at the time the contract or transaction is signed with Company, this member of BOM must disclose relevant interests in the first meeting of BOM held after this member know that he/she has interests or will have interests in the transaction or contract as mentioned above.

4.3 Voting by majority:

BOM shall adopt all resolutions and decisions on the basis that a majority of the members of BOM attending approve. Where the number of votes for and against is equal, the vote of Chairman of BOM is the decisive vote.

5. Tele-conference meeting or other forms of meeting:

The meeting of BOM can be held in the form of online conference between members of the BOM when all or some of the members are in different locations, provided that each member attending the meeting can:

- a. Listen to each of other BOM Members to express their opinions in the meeting;
- b. Speak with all other participants simultaneously. Discussions among members may be carried out directly through telephones or other communications means or combination of all these methods. The BOM Members participating in such meeting are considered to be "present" at the meeting. The meeting location organized according to

this provision is the location where the group of the largest BOM Members gather, or if there is no such group, the location shall be the place where the Chairman of the meeting is present. The decisions ratified in a meeting through telephone are held and conducted properly and effectively right at the end of the meeting but must be confirmed by the signatures in the minutes of all BOM members attending this meeting.

6. Meeting minutes of the BOM meeting:

The Chairman of the BOM shall transfer the minutes of the BOM's meeting to the members and the minutes is the true evidence of work that has been carried out in the meetings except there are objections on the content of the minutes within ten (10) days after transfer. The minutes of the BOM's meetings shall be made in Vietnamese and may be made in English. The minutes must be signed by the chairperson and the person making them.

Minutes of the BOM meeting must to be filed in accordance with laws and Company Charter.

7. Method of opinion gathering in writing of the BOM Members to adopt resolutions of the BOM

In addition to procedures of direct meeting, meeting over the phone, or other forms of written resolutions specified in this Appendix, the BOM may collect the written opinions from the BOM Members to pass resolutions in accordance with the following provisions:

a. The BOM has the right to gather opinions of the BOM Members in writing to adopt resolutions of the BOM at any time if deemed necessary for benefit of the Company.

b. Persons organize collecting written opinions of the BOM Members must prepare the written opinion form and relating documents. The written opinion form and the attached relating documents must be sent by a guaranteed method to reach the registered address of each BOM member.

c. Written opinion form must contain the following principal contents:

- Name and head office of the Company;
- Purpose and issues need to be collect written opinions for passing resolution;
- Full name and title of the BOM member;
- Voting options include approved, disapproved and no;
- Time-limit for response;
- Full name and signature of the BOM's Chairman.

d. The answered written opinion form must be signed by the BOM member.

e. Where the BOM needs to adopt resolution urgently for benefit of the Company, if the BOM Members cannot directly sign in written opinion forms, the BOM may gather opinions via fax or email or phone messages or other ways as officially registered with the BOM. The BOM Members can feedback via email or fax or such other way, original written opinion forms with official signatures shall be sent later.

f. The BOM assigns the vote counting committee to conduct the counting of votes and the votes counting minutes in the presence of the Head of Supervisory Board.

g. Voting counting minutes shall contain the following main contents:

- Name and address of Company's headquarters;
- Purpose and issues need to be collected written opinion for passing Resolution;
- Number of the BOM Members; number of written opinion forms; number of votes with agreed, disagreed and abstained on each issue;

- Resolutions adopted;
- Full name and signature of the BOM's Chairman, vote counting committee and Head of Supervisory Board.

The BOM's Chairman, members of the votes counting committee and Head of Supervisory Board shall be jointly responsible for the truthfulness and accuracy of the votes counting minutes; shall be jointly liable for damages arising from the resolutions adopted by the dishonest and inaccurate vote counting.

h. The answered written opinion forms, votes counting minutes, adopted resolutions and relevant documents attached written opinion forms must be kept at the headquarters of the Company.

i. Resolution of the BOM in writing: Resolution in the form of collecting written opinion adopted is based on approval of the majority of the BOM Members with voting rights. Where the number of votes for approval and against is equal, the vote of the BOM's Chairman is the decisive vote. This resolution has valid and effective as the resolution adopted at the BOM meeting which is generally convened and held.

Appendix 4
Order and procedures for selection, appointment and dismissal of Executives

1. Executives include Director General, Deputy General Director, member of Board of Directors, Chief Accountant and other executives appointed by the BOM.

2. The selection criteria for Executives: In addition to the standards stipulated by the Enterprise law and the Company Charter, Executives must have the following criteria:

a. Good moral character, exemplary observance of law, Charter and rules of the Company;

b. Health, qualifications and capacity to perform the tasks;

c. Loyalty to interests of the Company and its shareholders.

3. Appointment of Executives:

a. General Director shall be appointed by the BOM.

b. Deputy General Director, members of the Board of Directors, Chief Accountant, representatives of the Company's capital in other enterprises and the Company Secretary shall be appointed by the BOM as proposed by the General Director.

4. Information about salaries, allowances and benefits of members of the Board of Directors shall be reported in the annual meeting of AGM.

5. Signing the labor contracts with Executives:

a. Chairman to sign the labor contract with the General Director's position.

b. Other Executives, representatives of the Company's capital in other enterprises and Company Secretary shall be signed labor contracts with the Director General.

6. Cases of dismissal of Executives:

a. Do not meet the criteria specified in paragraph 2 of this Appendix;

b. Do not eligible to assume the title of Executive;

c. Have the written resignation submitted to the head office of the Company before 60 days;

d. Be dismissed by decision of the BOM.

7. Once removed or dismissed, Executives are responsible for handing over their works to replaced persons by decision of the BOM.

8. Announcement of appointment and dismissal of Executives: Information about appointment or dismissal of Executives are notified to relevant individuals/ organizations in according to the legal provisions, Company Charter and other rules of the Company.

Appendix 5
**Processes and procedures to coordinate activities between the BOM,
Supervisory Board and General Directors**

1. Meeting between the BOM, Supervisory Board and General Director:
 - a. The regular meeting between the BOM, Supervisory Board and General Director is also the meeting of every six (06) months of the BOM. Content of meeting for every six (06) months including: assessment reports to the business situation, performance, results achieved of the Company, problems to be overcome and issues arising to be solved (if any) of the Company.
 - b. The BOM may also hold the extraordinary meetings between the BOM, Supervisory Board and General Director at other times as deemed necessary for benefit of the Company.
 - c. Time, location, invitations, content, agenda, related documents and other matters shall be complied with the provisions of Article 27 of the Company Charter.
2. Within 03 (three) days from issuance date, resolutions and decisions of the BOM shall be notified to General Director for organization and implementation, depending on case by case, requirement to organize and perform the tasks, related responsibilities that resolutions and decisions of the BOM shall be notified to the Supervisory Board.
3. The BOM meeting must be convened at the request in writing of the General Director or majority of the Supervisory Board' members in the following cases:
 - a. The BOM, any BOM Members or Executives violated its serious responsibilities.
 - b. There are important issues related to interests of the Company and its shareholders that need to promptly organize the BOM meeting to solve.
4. General Director is responsible to report the situation, progress of implementation and results of operations on powers and duties assigned by the BOM. Report must be maintained every six (06) months and annually or upon request of the BOM irregularly.
5. Order and procedures for convening, invitation, recording the minutes, notification of results of meetings between the BOM, Supervisory Board and General Director: similar to order and procedures of the BOM meeting.

Appendix 6

Rules on assessing activities, rewarding and disciplining the BOM Members, Supervisory Board, General Directors and other Executives

The performance assessment, reward and discipline of the BOM Members, Supervisory Board and other Executives shall comply with laws, Company Charter, Governance Rule attached this appendix and other provisions of the Company.

1. Performance assessment:

- The BOM is responsible for formulating the performance assessment criteria for the subjects are as the BOM members, General Director and other Executives.
- The assessment criteria must be ensured the balance of interests of the subjects be assessed with the long-term interests of the Company and shareholders.
- Every year, based on the functions, tasks are assigned, and assessment criteria have been approved, the BOM shall hold performance assessment between the BOM members ~~Members~~ and General Director.
- The performance assessment of Supervisory Board shall be held to comply with the provisions of law, Company Charter, Governance Rule attached this appendix and other provisions of the Company on organization and operation of the Supervisory Board.
- Performance assessment of other Executives shall comply with the internal rule of the Company.

2. Reward:

The BOM or various sub-committees approved by the BOM is responsible for building salary and bonus systems; reward is based on results of performance assessments defined in Item 1 of this Appendix.

- Objects: individuals / organizations under the salary and bonus regime prescribed by the BOM:

- + The objects are the BOM members and Supervisory Board members shall be rewarded within the scope of remuneration approved by the AGM;
- + The objects are Executives: reward fund shall appropriate from the Welfare Fund of the Company or other source in accordance with law. Reward rate shall be based on the actual business result annually;
- General Director: reward shall be decided by the BOM.
- Executives (except General Director): reward shall be decided by the BOM after consultation with General Director.

- Forms of reward: cash, stocks or other forms shall be approved by the BOM or AGM.

3. Discipline:

- The BOM is responsible for building the system of disciplinary based on nature and extent of violation, including highest disciplinary as dismiss or demotion for the BOM Members, Supervisory Board members and other Executives.

- The BOM Members, Supervisory Board members and other Executives who have violated or failure to comply with the Company's Charter or this Governance Rule must be responsible to administrative sanctions or criminal prosecution depending on the nature and seriousness of violation in accordance with law.

- The BOM Members, Supervisory Board members, the General Director and other Executives who breach their fiduciary duties of care, of good faith and avoidance of conflicts of interest or fail to fulfill their obligations with due diligence and professional capability shall be responsible for any loss and damage caused by their violations.