
**INTERNAL CORPORATE GOVERNANCE REGULATIONS OF
GEMADEPT CORPORATION**

*(Issued in accordance with the Resolution of the General Meeting of Shareholders
No. 090/GMD-DHĐCĐ dated 30th June 2021)*

The Company's internal regulations include the following contents:

I. Order and procedures for convening and voting at the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders is held once a year (01) times. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four (04) months from the final date of the fiscal year. The Board of Management shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the final date of the fiscal year.
2. The Board of Management shall convene the General Meeting of Shareholders or the meeting of the General Meeting of Shareholders shall be convened according to the cases specified at Point b or Point c, Clause 4, Article 14 of the company's charter. Order and procedures for convening and voting at the General Meeting of Shareholders, 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. How to register to attend the General Meeting of Shareholders
 - d. Voting method;
 - e. Method of counting votes;
 - f. Notify vote counting results;
 - g. Method of objecting to the decision of the General Meeting of Shareholders (as prescribed in Article 129 of the Law on Enterprises);
 - h. Draw up minutes of the General Meeting of Shareholders;
 - i. Announcing the Resolution of the General Meeting of Shareholders;
 - j. The meeting of the General Meeting of Shareholders and the approval of the Resolution in the form of an online meeting;

- k. The Resolution approved by the General Meeting of Shareholders in the form of collection of written opinions (The content of the internal corporate governance regulations includes: the process of collecting written opinions of shareholders and in some cases not be used the form of collection of written opinions);
 - l. Other matters
3. The company discloses information about making a list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.
 4. The convenor of the General Meeting of Shareholders must perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no earlier than five (05) days before the date of sending the invitation notice. The company must disclose information about making a list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders in accordance with the matters proposed to be discussed at the meeting;
 - e. Determine the time and venue for holding the General Meeting of Shareholders in the event of a direct meeting and/or determine the software system used in the event of an online meeting;
 - f. Inform and send a notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g. Other work to service the meeting.
 5. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by registered means, and at the same time shall be announced on the websites of the Company, of the State Securities Commission and of the Stock Exchange (applicable to companies listed or registered for trading). The convenor of the General Meeting of Shareholders must send a notice to all shareholders on the list of shareholders entitled to attend, at least twenty one (21) days prior to the date of the meeting of the General Meeting of Shareholders (calculated from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox). The agenda of the General Meeting of Shareholders and data relating to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the website of the Company. If no data is attached to the notice of the meeting of the General Meeting of Shareholders, then the notice of invitation to the meeting must include clear guidelines on how all data or documents can be accessed by shareholders, such data to comprise:

- a. The meeting agenda and data to be used at the meeting;
 - b. List and detailed information about each candidate if electing members to the Board of Management or Board of Control;
 - c. Voting cards;
 - d. Sample form for appointing an authorized representative to attend the meeting;
 - e. Draft resolutions on each matter on the agenda.
6. A shareholder or group of shareholders referred to in article 12.3 of this Charter has the right to propose any issue to be included on the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (3) business days before the opening day of the General Meeting of Shareholders. The proposal must contain the full names of the shareholders, their residential addresses, nationalities, number of their people's identity card, citizen's card, passport or other valid personal identification document in the case of individuals; and names, enterprise code numbers or establishment decisions, and head office address in the case of a shareholder being an organization; and number and class of shares held by them, and the items proposed to be included in the agenda.
7. The convenor of the General Meeting of Shareholders has the right to reject any proposal as set out in clause 4 of this article in the following cases:
- a. The proposal was sent outside the stipulated time-limit or is incomplete or is irrelevant;
 - b. At the time of the proposal, the shareholder or group of shareholders did not have five percent (5%) or more of the ordinary shares for a consecutive period of six months in accordance with article 12.3 of this Charter;
 - c. The issues proposed do not fall within the authority of the General Meeting of Shareholders for decision;
 - d. Other cases as stipulated by law and set out in this Charter
8. The convenor of the General Meeting of Shareholders must accept and include the recommendations specified in Clause 6 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 7 of this Article; Proposals are officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.
9. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
- a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;

- c. Attend and vote through online conference, electronic voting or other electronic form;
 - d. Send votes to the meeting by mail, fax, email.
10. If shareholders cannot attend the meeting, they can authorize their representatives to attend; The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the form of the Company. The authorization to attend the General Meeting of Shareholders shall comply with the provisions of Article 16 of the Company's charter.
 11. Conditions for conducting the General Meeting of Shareholders are specified in Article 19 of the Company's charter.
 12. The method of voting and counting of votes shall comply with the Article 20 of the Company's charter (for direct General Meeting of Shareholders), Article 21 of the Company's charter (for online general meeting of shareholders) and Article 146 of the Law on Enterprise. The General Meeting of Shareholders approve decisions in the form of direct voting at the meeting, voting online or collecting written opinions.
 13. Conditions for passing resolutions of the General Meeting of Shareholders specified in Article 22 of the Company's Charter and Article 147 of the Law on Enterprises.
 14. The method of objecting to the decision of the General Meeting of Shareholders specified in Article 25 of the Company's Charter and Article 151 of the Law on Enterprises.
 15. Draw up Minutes of the General Meeting of Shareholders specified in Article 24 of the Company's Charter and Article 150 of the Law on Enterprises.
 16. The Company publishes the Resolution of the General Meeting of Shareholders within 24 hours on the publications and websites of the Company and also reports to the State Securities Commission and the Stock Exchange where the securities are listed, registered for transactions on the content of the information to be disclosed, including all information as prescribed.
 17. The approval of the Resolution by the General Meeting of Shareholders in the form of written opinions is as follows:
 - a. The process of collecting written opinions from shareholders specified in Article 23 of the Company's Charter and Article 149 of the Law on Enterprises.
 - b. Following cases to be not used the form of collecting written opinions :
 - (i) Supplementation and amendment of the Company Charter;
 - (ii) Company development orientation;
 - (iii) Types of shares and total number of shares of each class;
 - (iv) Election, dismissal, removal of members of the Board of Management and of the Board of Control;

- (v) Transactions of investment or selling assets of the Company with a value of thirty-five per cent (35%) or more of the total value of assets of the Company recorded in the most recent audited financial statements, or a smaller percentage or value stipulated by The company's charter;
- (vi) Approval of annual financial statements;
- (vii) Restructuring and dissolution (liquidation) of the Company.

II. Nomination, candidacy, election, dismissal and removal of members of the Board of Management

1. Criteria for members of the Board of Management

- a. Members of the Board of Management must meet the standards and conditions specified in Clause 1, Article 155 of the Law on Enterprises and the Company's charter. Members of the Board of Management may not be shareholders of the company.
- b. The Chairman of the Board of Management may not concurrently hold the title of General Director of the Company.
- c. Members of the Board of Management must not concurrently be member of the Board of Management in more than 05 other companies.

2. Method of nomination and candidacy for the position of member of the Board of Management

A shareholder or group of shareholders holding from 10% to below 20% of the total voting shares has the right to nominate a maximum of one (1) candidate; or holding from 20% to below 30% has the right to nominate a maximum of two (2) candidates; or holding from 30% to below 40% has the right to nominate a maximum of three (3) candidates; or holding from 40% to below 50% has the right to nominate a maximum of four (4) candidates; or holding from 50% has the right to nominate a maximum of five (5) candidates.

3. Method of election of members of the Board of Management

- a. Unless otherwise prescribed by the Company's charter, the election of members of the Board of Management shall be cumulative voting, which means a shareholder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Management and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Management reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Management, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or company's charter.

- b. The General Meeting of Shareholders or the Board of Management must choose among the members of the Board of Management to elect the Chairman.
 - c. In case the Board of Management elects the Chairman, the Chairman of the Board of Management shall be elected at the first meeting of the term of the Board of Management within a time-limit of seven (7) business days from the date of completion of the election of the Board of Management for that term. Such meeting shall be convened by the member who obtains the highest number or percentage of votes. In case there are more than one (01) member with the highest number or percentage of votes, the members elect by majority rule to choose one (01) of them to convene a meeting of the Board of Management.
4. Cases of dismissal or removal of members of the Board of Management
- a. Members of the Board of Management shall be dismissed in the following cases:
 - (i) No longer satisfying the criteria and conditions stipulated in Article 155 of the Law on Enterprise ;
 - (ii) Not participating in activities of the Board of Management for six (06) consecutive months, except for force majeure cases;
 - (iii) Having resignation letter;
 - (iv) Other cases specified in the Company's charter.
 - b. Members of the Board of Management may be removed according to the resolution of the General Meeting of Shareholders.
 - c. The Board of Management must convene the General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:
 - (i) The number of members of the Board of Management is reduced by more than one third compared to the number specified in the company's charter. In this case, the Board of Management must convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one third;
 - (ii) The number of independent members of the Board of Management is reduced, not ensuring the ratio specified in Clause 1, Article 154 of the Law on Enterprises.
 - d. In other cases, at the latest meeting, the General Meeting of Shareholders elects a new member to replace the member of the Board of Management who has been dismissed or removed.
5. Notice of election, dismissal or removal of members of the Board of Management
- The election, dismissal and removal of members of the Board of Management must be disclosed in accordance with the provisions of the law on securities and the securities market.
6. Method of introducing candidates to the Board of Management

- a. If candidates for election as members of the Board of Management have been identified in advance, then information about such candidates must be included in the data for the meeting of the General Meeting of Shareholders and announced on the Company's website at least ten (10) days prior to such meeting in order for shareholders to access such information prior to voting. Candidates must provide a written undertaking that their personal details are truthful, accurate and appropriate, and must also undertake to discharge their duties honestly if elected as members of the Board of Management. The following minimum details about candidates must be announced:
- (i) Full name and date of birth;
 - (ii) Educational standard;
 - (iii) Professional qualifications;
 - (iv) Working history;
 - (v) Companies in which they have held positions as members of the Board of Management and other managerial positions;
 - (vi) Report assessing the candidate's contribution to the Company if such candidate is currently a member of the Board of Management of the Company;
 - (vii) Related interests (if any) in the Company;
 - (viii) Full names of the shareholder or group of shareholders (if any) nominating such candidate;
 - (ix) Any other information (if any).

III. Order and procedures for holding meetings of the Board of Management

The Board of Management must hold a meeting at least once a quarter in the order of the following main contents:

1. Notice of Board of Management meeting:
 - a. The notice of a meeting of the Board of Management must be sent to the members of such Board at least five (5) business days before holding the meeting; the members of the Board of Management may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the Board of Management must be in writing and in Vietnamese, and must provide complete information about the agenda, time and venue of the meeting, accompanied by necessary documents regarding the issues to be discussed and voted on at the meeting and voting cards for the members of such Board.

- b. The notice of invitation shall be sent by post, fax, email or other method guaranteed to reach the contact address of each member of the Board of Management and Members of Board of Control registered with the Company.
2. Conditions for holding the meeting of the Board of Management
 - a. Meetings of the Board of Management shall be conducted if at least three-quarters of the number of members of such Board are present in person or via their representatives (being authorized representatives) if the majority of members of such Board so agree.
 - b. If the number of attending members is insufficient as stipulated, the meeting must be reconvened within seven (7) days from the proposed date of the first meeting. The reconvened meeting shall be conducted if more than half of the number of members of the Board of Management attend.
3. Vote method
 - a. Except for clause 11(b) of article 31 of the Company's charter, each member of the Board of Management or his or her authorized person pursuant to clause 8 of article 31 of the Company's charter and who is present in his or her capacity as an individual at a meeting of the Board of Management shall have one vote;
 - b. A member of the Board of Management is not permitted to vote on any contract, transaction or proposal in which such member or any related person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Management shall not be included in the quorum required to be present to hold a meeting of such Board regarding decisions on which such member does not have the right to vote;
 - c. Pursuant to clause 11(d), article 31 of the Company's charter, when an issue arises at a meeting of the Board of Management relating to the interests of a member of such Board or relating to the voting right of a member which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Management, such issue shall be referred to the chairman of the meeting for decision. The decision of the chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Management has not been fully announced;
 - d. Any member of the Board of Management who benefits from any contract stipulated in articles 41.5(a) and 41.5(b) of the Company's charter shall be deemed to have a material interest in such contract;
 - e. Members of Board of Control have the right to attend meetings of the Board of Management and to take part in discussions but do not have any voting rights.
4. Method of passing resolutions of the Board of Management
 - a. The Board of Management shall pass decisions and issue resolutions on the basis of the consent of the majority of members of such Board present. Where the number of votes for

and against are equal, then the vote of the Chairman of the Board of Management shall be the deciding vote.

- b. A resolution by way of collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Management who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Management at a meeting.

5. Record minutes of the Board of Management meeting

The Chairman of the Board of Management is responsible to deliver the minutes of a meeting of the Board to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection to the contents of the minutes provided within ten (10) days from the date of delivery. The minutes of a meeting of the Board of Management must be prepared in Vietnamese and may also be in English, and must bear the signatures of the Chairman and the person preparing the minutes.

6. Announcement of the Board of Management ' resolutions

Resolutions of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

IV. Standing for election as and nominating, dismissal and removal Members of Board of Control

1. Standards for members of Board of Control

Members of Board of Control must satisfy the criteria and conditions stipulated in article 169.1 of the Law on Enterprises and in the Company's Charter, and must not fall within the following categories:

- a. Working in the accounting or auditing sections of the Company;
- b. Having worked within a period during the previous three (3) consecutive years as a member or staff of the independent auditor auditing the financial statements of the Company.

2. Method of shareholders and groups of shareholders to elect and nominate people for the position of members of Board of Control in accordance with law and Clause 2, Article 26 and Article 37 of the company's charter.

3. Method of electing members of Board of Control

Unless otherwise prescribed by the company's charter, the election of members of Board of Control shall be cumulative voting, which means a shareholder will a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Control and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order

until the number of members of Board of Control reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of Board of Control these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or company's charter.

4. Members of Board of Control shall be dismissed, removed in the following cases
 - a. An Member of Board of Control shall be dismissed in the following cases:
 - (i) No longer satisfying the criteria and conditions stipulated in the Law on Enterprises for acting as an Member of Board of Control;
 - (ii) Failure to exercise his or her rights and discharge his or her obligations within a six (6) consecutive month period, except in a case of force majeure;
 - (iii) On submittal of his or her resignation which is approved;
 - (iv) In other cases as stipulated by law and in the Company's Charter.
 - b. An Member of Board of Control shall be removed in the following cases:
 - (i) Failure to fully undertake the duties and work assigned;
 - (ii) Committing a serious breach [of law] or committing breaches of obligations as an Member of Board of Control stipulated on the Law on Enterprises and in the Company's Charter;
 - (iii) Pursuant to a decision of the General Meeting of Shareholders;
 - (iv) In other cases as stipulated by law and in the Company's Charter.

5. Notice of election, dismissal and removal of members of Board of Control

The election, dismissal or removal of members of Board of Control must be disclosed in accordance with the provisions of the law on securities and the securities market.

V. Establishment and operation of sub-committees under the Board of Management, including the following main contents:

1. Sub- committees under the Board of Management
 - a. The Board of Management may establish sub-committees to support the operation of the Board of Management such as human resources sub-committee, remuneration sub-committee, internal audit sub-committee and other sub-committees. The Board of Management appoint 01 independent member of the Board of Management to be the head of the sub-committees.
 - b. In case of not establish human resource sub-committees, remuneration sub-committees, the Board of Management may assign independent members of the Board of Management to assist the Board of Management in personnel, remuneration activities.
2. Structure of the sub-committees

- a. The Board of Management shall decide the number of members of any sub-committee which must be at least three (3) and must include member of the Board and an external member.
 - b. Independent members of the Board and non-managerial members of the Board must constitute the majority of members of a sub-committee, and one of such people shall be appointed as Head of the sub-committee pursuant to a decision of the Board of Management.
3. Establishment of subcommittees
- The Board of Management decides on the establishment of sub-committees and stipulates in detail the operation of the sub-committees, responsibilities of each sub-committee, responsibilities of members of the sub-committee or responsibilities of independent members appointed in charge for personnel, salary and bonus activities.
4. Responsibility of the subcommittees and each member.
- a. The operation of the sub-committee must comply with the regulations of the Board of Management.
 - b. Resolutions of the subcommittee are only effective when the majority of members attending and voting for approval at the meeting of the subcommittee are members of the Board of Management.
 - c. The implementation of decisions of the Board of Management, or of sub-committee under the Board of Management, or of a person who is a member of the Board sub-committee must be consistent with current legal provisions and stipulated in the Company's charter.

VI. Selection, appointment and dismissal of Enterprise Managers, including the following main contents:

- 1. Criteria of Enterprise Managers
 - a. Having full capacity for civil acts and not being prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises.
 - b. Having professional qualifications and experience in business administration of the company, unless otherwise provided for in the Company's charter.
- 2. Appointment of Enterprise Managers
 - a. The Board of Management appoints one (01) member of the Board of Management or another person as the General Director
 - b. The term of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract.
- 3. Sign a labor contract with the Enterprise Managers

The Board of Management shall enter into a contract with him/her which specifies salary, remuneration and other benefits. Information about the salary, allowances and other benefits of the General Director must be reported at the annual General Meeting of Shareholders and must be set out in the annual report of the Company.

4. Enterprise Managers shall be dismissed in cases

The Board of Management may dismiss the General Director when the majority of the members of the Board of Management with voting rights attending the meeting approve and appoint a new General Director to replace.

5. Announcement of appointment and dismissal of Enterprise Managers

The appointment and dismissal of Enterprise Managers must be disclosed in accordance with the provisions of the law on securities and the securities market.

VII. Coordinating activities between the Board of Management, Board of Control and General Director

1. Procedures and order for convening, notifying meeting invitations, recording minutes, and announcing meeting results between the Board of Management, Board of Control and General Director

a. The Chairman of the Board of Management must convene the meeting of the Board of Management, without delaying if there is no reasonable reasons, when one of the following subjects requests in writing, clearly stating the purpose of the meeting, issues need to be discussed:

- (i) Board of Control;
- (ii) General Director or at least five (05) other executives;
- (iii) Independent member of the Board of Management;
- (iv) At least two (02) members of the Board of Management;
- (v) Other cases (if any).

b. The Chairman of the Board of Management must convene the meeting of the Board of Management within seven (07) business days from the date of receipt of the request of the above subjects. In case of failure to convene the meeting at the request, the Chairman of the Board of Management shall be responsible for any damage caused to the Company; Those who propose to hold the above-mentioned meeting have the right to convene the meeting of the Board of Management.

c. The notice of the meeting of the Board of Management must be sent to the members of the Board of Management and the Controllers at least five (05) business days before the date of the meeting. Members of the Board of Management may refuse the meeting invitation in writing, this refusal may be changed or canceled in writing by such member of the Board

of Management. The notice of the meeting of the Board of Management must be made in writing in Vietnamese and must fully notify the meeting time, venue, agenda, contents of the issues shall be discussed in the meeting, enclosed with necessary documents on the issues to be discussed and voted at the meeting and votes of members.

- d. The notice of meeting invitation shall be sent by mail, fax, email or other means, but must ensure to reach the contact address of each member of the Board of Management and the Controller registered at the Company. .
- e. Controllers have the right to attend meetings of the Board of Management, to discuss but not to vote.

2. Notify the resolution of the Board of Management to the Board of Control

Members of the Board of Management , General Director and other enterprise Manager must provide fully, accurately and promptly information and documents on the management, administration and operation of the Company as required by the Board of Control. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of the General Meeting of Shareholders and of the Board of Management, financial information, other information and documents provided for shareholders and members of the Board of Management must be provided to the Controllers at the same time and in the same manner as for shareholders and members of the Board of Management.

3. General Director

The General Director has the following rights and obligations:

- a. To implement resolutions of the Board of Management and of the General Meeting of Shareholders, and business plans and investment plans of the Company approved by the Board of Management and the General Meeting of Shareholders;
- b. To make decisions on all matters which do not require a decision of the Board of Management including the signing of financial and commercial contracts on behalf of the Company, and on the organization and operation of day-to-day business of the Company in accordance with best management practices;
- c. To make recommendations to the Board of Management on options on restructuring and on internal management rules of the Company;
- d. To propose measures to improve the operation and management of the Company;
- e. To recommend the number and category of managers the Company needs to recruit for appointment or removal by the Board of Management in accordance with internal rules; and also to recommend remuneration, salary and other benefits for enterprise managers in order for the Board to decide same;
- f. To consult the Board of Management to make decisions on the number of employees, and on their appointment or removal, wage rates, allowances, benefits and other terms of their labour contracts;

- g. On the 31st date of October in each year, to submit a detailed business plan for the next financial year to the Board of Management for its approval on the basis of satisfying the requirements of the appropriate budget and the five-year financial plan;
 - h. To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as estimated budgets) to service long-term, annual and quarterly managerial activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each financial year must be submitted to the Board of Management for its approval and must contain information as stipulated in the rules of the Company;
 - i. To exercise other rights and discharge other obligations as stipulated by law and this Charter, the internal rules of the Company, resolutions of the Board of Management and the labour contract signed with the Company.
4. The General Director and the Board of Control request to convene the meeting of the Board of Management and issues that need to be approved by the Board of Management in some cases
 5. Report of the General Director to the Board of Management on the performance of assigned tasks and powers

The General Director is responsible to the Board of Management and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to them when required.

6. Reviewing the implementation of resolutions and other authorization issues of the Board of Management to the General Director;
7. The General Director must report, provide information and methods of notification to the Board of Management, the Board of Control in matters;
8. Coordinate control, administration and supervision activities among members of the Board of Management, Controllers and General Director according to the specific tasks of the members mentioned above.

VIII. Selection, appointment and dismissal of the person in charge of corporate governance (if any), including the following main contents:

1. The criteria of The person in charge of corporate governance.

The person in charge of corporate governance must satisfy the following criteria:

- a. Have knowledge and understanding of the law;
- b. Not concurrently work for the independent auditor currently auditing the financial statements of the Company;

- c. Other criteria stipulated by law, the Company's Charter and decisions of the Board of Management.
2. Appointment of person in charge of corporate governance
 - a. The Board of Management must appoint at least one (1) person to act as the person in charge of corporate governance in order to assist corporate governance to be carried out effectively.
 - b. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
 - c. The term of office of such person shall be decided by the Board of Management, but shall be a maximum five (5) years.
 3. The person in charge of corporate governance shall be dismissed in the following case
The Board of Management may dismiss the person in charge of corporate governance when necessary, but not contrary to current labor laws. The Board of Management may appoint an Assistant to the person in charge of corporate governance from time to time.
 4. Notice of appointment and dismissal of Person in charge of corporate governance
The appointment and dismissal of the person in charge of corporate governance must be disclosed in accordance with the provisions of the law on securities and the securities market.

**ON BEHALF OF THE BOARD OF
MANAGEMENT**

CHAIRMAN

(Signature, full name and seal)

DO VAN NHAN