

**VIETNAM NATIONAL REINSURANCE CORPORATION  
("VINARE")  
CORPORATE GOVERNANCE REGULATION**

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## **CHAPTER I: GENERAL PROVISIONS**

### **Article 1. Rationale and scope of application**

Corporate governance is a set of mechanism and provisions, through which the Corporation is managed and controlled to ensure the best interests of its shareholders, and the rights of its stakeholders.

Corporate governance establishes a framework for the relationship among Shareholders, Board of Directors (BoD), Board of Control (BoC), Board of Managers (BoM), and other stakeholders of the Corporation. The corporate governance principles set forth the processes and procedures to issue executive decisions within the Corporation, in order to minimize risks, enhance efficiency, and ensure transparency for the Corporation's operations.

### **Article 2. Definitions and interpretations**

1. The following words and expressions shall be interpreted as follows:

**"Corporate Governance"** is the system of rules established to protect the rights of shareholders, ensure transparency, and manage risks by adhering to the following principles:

- a. To comply with the prevailing statutory regulations;
- b. To ensure an effective management structure;
- c. To ensure the shareholders' and related parties' interests;
- d. To ensure the fair treatment to shareholders;
- e. To ensure the BoD, BoM, and BoC manage and control the Corporation in an efficient manner;
- f. To be transparent in all operations of the Corporation.

**"Corporation"** is Vietnam National Reinsurance Joint Stock Corporation, having registered office located at 141 Le Duan, Cua Nam Ward, Hoan Kiem District, Hanoi, listed on Hanoi Stock Exchange (HNX).

**"General Meeting of Shareholders"**: the highest competent authority of the Corporation, having the rights and responsibilities set forth in the Charter of Organization and Operation (hereinafter referred to as "the Charter").

**"Board of Directors (BoD)"**: the agency that manages the Corporation with full power to act on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, that are not under the authority of General Meeting of Shareholders.

**"Board of Control (BoC)"**: the agency responsible for monitoring BoD, BoM as well as the operation of the Corporation in accordance with Article 165 of the Enterprise Law.

**“Senior Managers”** includes the positions of Chief Executive Officer (CEO), Deputy Chief Executive Officer, Chief Accountant, and other managers as stipulated in the Charter.

**“Persons in charge of corporate governance”**: the ones whose rights and responsibilities as stipulated in Article 18 of Decree 71/2017/NĐ-CP.

**“Board of Management (BoM)”** consists of the Chief Executive Officer and Deputy Chief Executive Officers who are appointed by the Board of Directors and have the functions and responsibilities as stipulated in the Charter.

**“Related persons”**: any individual or organization as stipulated in Article 6.34 of the Securities Law/ Article 4.17 of the Enterprise Law.

**“Non-executive Member of Board of Directors”**: members of the Board of Directors other than the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant and other managers appointed by the Board of Directors.

**“Independent Member of Board of Directors”** are members as stipulated in Article 151.2 of the Enterprise Law and Article 15.2 and 15.3 of this Regulation.

**“Information Disclosure Policy”**: the regulation on information disclosure of Vietnam National Reinsurance Corporation, issued as an attachment of Decision No. .../2013/QĐ/HĐQT on **[insert date]** by the Chairman of the Board of Directors.

2. In this Regulation, references to one or some articles or legal document shall include amendments or replacement of such documents.

### **Article 3. Principles to apply specialized laws**

In case the specialized laws have provisions on corporate governance that are different from those in this Regulation, the provisions of the specialized laws shall be applied.

## **CHAPTER II: SEQUENCE AND PROCEDURES OF CONVENING AND VOTING AT GENERAL MEETING OF SHAREHOLDERS**

### **Article 4. Notice on finalizing the list of shareholders entitled to attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend General Meeting of Shareholders shall be compiled according to the Corporation's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders should be made no earlier than five (05) days prior to sending the invitation as stipulated in Article 19.2 of the Charter.

2. The list of shareholders entitled to attend the General Meeting of Shareholders shall contain full names, permanent residences, nationalities, ID/passport numbers of shareholders being individuals; names, enterprise ID numbers or establishment decision numbers, addresses of headquarters of shareholders being organizations; amount of each type of shares; shareholder registration date and number of each shareholder.

3. Shareholders are entitled to check, look up, extract, and copy the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend the incorrect information or to supplement any necessary information about themselves to the list of shareholders entitled to attend the General Meeting of Shareholders. The persons in charge of corporate governance must promptly provide information about in the shareholder register, amend and supplement the incorrect information at the request of shareholders; as well as to hold responsible for the damage caused by failure to provide information, or failure to provide in-time, accurate information of the shareholder register as requested. The sequence and procedures for requesting provision of information in the shareholder register shall comply with the regulations as stipulated in Article 40.1 of the Charter.

### **Article 5. Notice on convening the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders entitled to attend the General Meeting of Shareholders at least ten (10) days before the opening date as stipulated in Article 19.3 of the Charter. The invitation must contain the name, headquarter address, enterprise ID number; name, permanent residence of the shareholder; time and location of meeting, and other requirements applied to the participants.

2. Invitations shall be sent by registered mail to the contact addresses of shareholders; concurrently posting on the Corporation's website and on national or local daily newspapers when deeming as necessary under the provisions of the Charter.

3. The invitation shall be enclosed with the following documents:
  - a. The agenda, documents used during the meeting, and draft resolution on each issue on the agenda;
  - b. The ballot;
  - c. The form to appoint authorized representatives to attend the Meeting.
4. The invitation notice posted on the Corporation's website shall attach documents as stipulated in Article 19.5 of the Charter, specify where and how to download the documents, and the Corporation must send the documents to shareholders if requested.

#### **Article 6. Registration at the General Meeting of Shareholders**

1. Shareholders who are entitled to attend the General Meeting of Shareholders by law may attend the meeting by themselves or authorize representatives for themselves to attend. Such authorization shall be made in accordance with Article 17 of the Charter.
2. On the date of the General Meeting of Shareholders and prior to the commencement of the Meeting, the Corporation shall carry out the registration and verification procedures for shareholders' status until all of the entitled shareholders attending at the meeting are registered.
3. The shareholders who come to the General Meeting of Shareholders late in time shall be registered immediately and then entitled to attend and vote at the Meeting.

#### **Article 7. Voting, counting votes, and declaring vote-counting result at the General Meeting of Shareholders**

1. The conditions and procedures for conducting the General Meeting of Shareholders are stipulated respectively in Article 20 and Article 21 of the Charter. When registering for the Meeting, each shareholder or the representatives of a group of shareholders participating in the voting and election shall be provided with a voting card and an election card, representing the number of shares owned.
2. Voting card and voting procedures at the General Meeting of Shareholders:
  - a. The content written on each voting card corresponds to the issues to be voted at the Meeting. The number of voting rights is equivalent to the number of shares held by each shareholder or by the representatives of a group of shareholders (ratio of 01 share = voting right).
  - b. Shareholder or the representatives of a group of shareholders exercise his voting right by ticking in one of the three boxes: "Agree", "Disagree", or "No opinion" in the voting card. Each shareholder or the representatives of a



group of shareholders is entitled to select one among the three boxes and have to sign in the voting card before handing over to the Counting Committee.

- c. Valid voting cards are printed voting cards in the printed form of the Corporation, which are affixed with hanging stamps, must not be erased, scratched, modified, or added with other contents. Invalid voting card is a voting card which fails to meet the aforementioned requirements for a valid voting card.
- d. The voting is conducted by collecting the "Agree" voting cards, then the "Disagree" voting cards and finally the "No opinion" voting cards. The Counting Committee shall then proceed to count the number of voting cards in each category.
- e. Subordinate cards may be used (if necessary) to vote for other matters which may arise during the course of the Meeting.

3. Election card and election procedures at the General Meeting of Shareholders:

- a. The content written on each election card corresponds with the list of candidates to be elected to the BoD and the BoC. The list of candidates and the number of members to be elected to the BoD or the BoC will be proposed and approved by the General Meeting Shareholders as stipulated in Article 27 and Article 35 of the Charter.
- b. The election of members of the BoD and the BoC shall be conducted under the principle of cumulative voting. Accordingly, each shareholder has the total number of rights correspond to his/her number of shares multiplied with the number of members of the BoD or the BoC to be elected, and each shareholders shall have the right to gather all his/her voting rights for one or several candidates.
- c. Shareholder or the representatives of a group of shareholder participating in the election shall indicate the number of voting rights for each candidate in his/her election card.
- d. Valid election cards are are printed election cards in the printed form of the Corporation, must not be erased, scratched, modified, must not elect more than the prescribed number, must not be added with name of the person who is not the approved candidates. The total number of election rights for each candidate shall not exceed the total number of voting rights of each shareholder or his/her representatives. Invalid election card is an election card that fails to meet the aforementioned requirements for a valid election card.

- e. The winning candidates shall be the candidates having the highest number of votes calculated from top to bottom until the prescribed number is reached.
- 4. The Chairman of the Meeting will nominate members of the Counting Committee to be approved prior to the Meeting. Members of the Counting Committee shall not exceed 03 (three) people and at least 01 (one) person must be the members of the Corporation's BOC.
- 5. Vote counting results shall be declared by the Chairman right before closing the Meeting.

#### **Article 8. Approval of the resolutions of the General Meeting of Shareholders**

The approval of resolutions of the General Meeting of Shareholders shall be executed as instructed in Article 22 of the Charter.

#### **Article 9. Refusal of the resolutions of the General Meeting of Shareholders**

- 1. Shareholder and a group of shareholders may request the Court or the Arbitrators to consider and cancel the resolutions of the General Meeting of Shareholders in accordance with the provisions of Article 25 of the Charter.
- 2. Any shareholder who votes against the resolution on the restructuring of the Corporation, or changes to the shareholders' rights and obligations prescribed in the Charter shall be entitled to request the Corporation to repurchase his/her shares. The request shall be made in written form, specifying the shareholder's name, address, amount of each type of shares, ask prices, and reasons for requesting the share repurchase. The request shall be sent to the Corporation within ten (10) days from the day on which the General Meeting of Shareholders ratifies the resolution on the issues mentioned in this Clause.

#### **Article 10. Minutes of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders must be recorded in meeting minutes, may be recorded by audio or other electronic means of recordings. The meeting minutes must be made in Vietnamese, may be made additionally in English and has the following information:
  - a. Name, headquarters address, enterprise ID number;
  - b. Time and location of the General Meeting of Shareholders;
  - c. Agenda and contents of the meeting;
  - d. Full names of the Chairman and the Secretary;

- e. Summary of the meeting and opinions given at the General Meeting of Shareholders with regard to each issue on the agenda;
- f. The number of shareholders and total number of votes of the shareholders attended; with appendix disclosing the list of registered shareholders, representatives of shareholders with the corresponding amount of shares and votes;
- g. Total votes on each voting issue, in which specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratio to total votes of the shareholders attended;
- h. Ratified issues and corresponding ratio of affirmative votes;
- i. Signatures of the Chairman and the Secretary.

The minutes made in Vietnamese and English shall have equal legal effectiveness. In case of any discrepancies between the Vietnamese version and the English version, the Vietnamese version shall prevail.

- 2. The minutes of the General Meeting of Shareholders must be completed and ratified before the end of the meeting. The chairperson and the secretary are jointly responsible for the truthfulness and accuracy of the minutes.
- 3. The minutes of the General Meeting of Shareholders must be published on the website of the company within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the completion date of the meeting.
- 4. The minutes of the General Meeting of Shareholders shall be regarded as evidence of the jobs conducted at the General meeting of Shareholders unless there is objection about the content of the minutes in accordance with the specified procedures within ten (10) days after sending the minutes.
- 5. The minutes of the General Meeting of Shareholders, the appendix disclosure of the list of registered shareholders with the signatures, the authorization **to** attend the meeting and relevant documents must be kept at the Corporation's headquarter.

#### **Article 11. Publicizing resolutions of the General Meeting of Shareholders**

The public disclosure of the General Meeting of Shareholders' resolutions shall be in compliance with the Information Disclosure Policy of the Corporation.

## **Article 12. Reports of the BoD at the annual General Meeting of Shareholders**

Report on the operation of the BoD submitted to the annual General Meeting of Shareholders must adhere to the regulation stipulated at Article 136.2c of the Enterprise Law and the Charter. In addition, the report must include the following contents:

1. Remunerations, operational expenses, and other benefits of the BoD and of each BoD members as prescribed in clause 3 Article 158 of the Enterprise Law and the Charter;
2. Summary of the meetings and decisions of the BoD;
3. Evaluation by independent members of the BoD on the operation of the BoD (if applicable);
4. Activities of other subcommittees under the BoD;
5. Supervision of the Chief Executive Officer;
6. Supervision of other managers;
7. Evaluation of the operation of the Corporation in the fiscal year;
8. Plans for the coming time.

## **Article 13. Reports of the BoC at the annual General Meeting of Shareholders**

Report on the operation of the BoC submitted to the annual General Meeting of Shareholders must include the following contents:

1. Activities, remunerations, and operational expenses of the BoC and of each BoC members;
2. Summary of the meetings and decisions of the BoC;
3. Supervision of the operation and financial standing of the Corporation;
4. Supervision of the BoD members, the Chief Executive Officer, and other managers
5. Evaluation of the coordination between the BoC and BoD, the Chief Executive Officer and shareholders.

## **Article 14. The affirmation of resolutions by the General Meeting of Shareholders in the form of written opinion**

1. Competence and procedures for collecting written opinions to pass a resolution of the General Meeting of Shareholders are stipulated in Article 23 of the Charter.
2. The issues prescribed below are not eligible to pass resolutions of the General Meeting of Shareholders by collecting written opinions:
  - a. Amendments to the Charter;
  - b. Orientation for the Corporation's development;
  - c. Types of shares and total amount of each type;
  - d. Election, dismissal, discharge from duty of members of the BoD and the BoC;

- e. Decision to make investment or sell assets of which the values are equal to or higher than 35% of the total asset value written in the latest financial statement of the Corporation, or a smaller rate prescribed by the Charter;
- f. Ratify annual financial statements;
- g. Restructuring or dissolution of the Corporation.

## **CHAPTER III: MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS**

### **Article 15. Standards of BoD members**

1. Criteria and conditions of BoD members:
  - a. Members of the BoD must meet the criteria and conditions as stipulated in Article 151.1 of the Enterprise Law and Article 26 of the Charter. Members of the BoD are not necessarily the shareholders of the Corporation;
  - b. The Chairman of the BoD must not take over the position as the Chief Executive Officer of the Corporation;
  - c. A member of the BoD must not concurrently hold the position of the Members of BoD of more than five (05) other companies.
2. Independent members of the BoD must meet the criteria and conditions as stipulated in Article 134.1b of the Enterprise Law, unless otherwise prescribed by the law on securities:
  - a. Must not be a current employee of the Corporation or its subsidiaries; must not be a person that used to work for the Corporation or the Corporation's subsidiaries over the previous three (03) consecutive years;
  - b. Must not be a person receiving salaries, wages from the Corporation, except for the benefits to which members of the BoD are entitled;
  - c. Must not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the Corporation, being a manager of the Corporation or its subsidiaries;
  - d. Must not directly or indirectly hold at least 1% of the company's voting shares;
  - e. Must not ever hold the position of member of the BoD or the BoC over at least the previous five (05) consecutive years.
3. Independent members of the BoD must meet the criteria as stipulated in Article 151.2 of the Enterprise Law and the law on securities.
4. Independent members of the BoD must notify the BoD of their failure to satisfy the conditions prescribed in Clause 2 of this Article and as a result no longer are the independent members of the BoD from the date of failure to meet the conditions. The BoD must notify the case in which an independent member of the BoD no longer satisfies conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect to supplement or replace such independent member within six (06)

months from the date on which the independent member's notification is received.

## **Article 16. Application, nomination, and election for members for the BoD**

1. When the candidates for the BoD have been determined in advance, the information related to the Board candidates must be published at least ten (10) days before the opening day of the General Meeting of Shareholders on the website of the Corporation so that shareholders can learn about these candidates before voting. The candidates of the BoD must make written commitments to the truthfulness, accuracy and reasonableness of the published personal information, and must commit to perform the duties honestly, faithfully, prudently and in the best interest of the Corporation if elected as members of the BoD. Information related to the candidates of the BoD to be published must include at least:

- Name, date of birth;
- Professional qualifications;
- Work experience;
- Companies of which they are the members of the BoD and other managing positions;
- Assessment reports on their contributions to the Corporation, if they are currently members of the BoD of the Corporation;
- Interests related to the Corporation (if any);
- Full names of shareholders or group of shareholders who nominated the candidate (if any);
- Other information (if any).

2. The Corporation must ensure that shareholders can access the information about the corporations in which the candidate is the member of the board of directors, and the candidate's other managing positions and other interests related to the corporations (if any).

3. When the number of the candidates for the BoD through nomination fails to reach the necessary number specified in Article 114.4 of the Enterprise Law, the incumbent BoD can introduce or nominate more candidates as specified in the Charter. The introduction of candidates by the BoD must be published clearly before the General Meeting of Shareholders votes for the members of the BoD in compliance with regulations of law.

4. The procedures of nominating and self-nominating into the position of the member of the BoD is specified in Article 27 of the Charter.

5. The term of office of Members of the BoD shall not be more than five (05) years and the BoD members may be re-elected with an indefinite number of terms. Members of the BoD of the Corporation can only be members of the BoD in no more than five (05) other companies at the same time.

6. The election of members of the BoD must adhere to the regulation as stipulated in the Charter.

#### **Article 17. Dismissal and discharge of Members of the BoD**

1. A member of the Board of Directors shall be dismissed if he or she:

- a. Fails to satisfy the criteria and conditions prescribed in Article 151 of the Enterprise Law 2014;
- b. Fails to participate in activities of the BoD for six (06) consecutive months, except for force majeure events;
- c. Tenders a resignation;
- d. Other cases as prescribed by the Charter.

2. Members of the Board of Directors may be discharged from duty under Resolutions of the General Meeting of Shareholders.

3. The BoD shall convene the General Meeting of Shareholders to elect supplement members of the BoD when the number of members of the BoD is reduced by more than one third of the number passed by the General Meeting of Shareholders in the term. In this case, the General Meeting of Shareholders shall be convened within sixty (60) days from the day on which the number of members of the BoD is reduced by more than one third;

In other cases, at the nearest General Meeting of Shareholders, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or discharged from duty.

#### **Article 18. Notices on election, dismissal, and discharge of members of the BoD**

Notices on election, dismissal, and discharge of members of the BoD must be publicly disclosed in accordance with regulations as stipulated in the law of securities and securities market.

#### **Article 19. Procedures of organizing Board Meeting:**

1. The notice of Board Meeting:



- a. Notice of Board Meeting shall be sent through email by the person in charge of corporate governance to the pre-registered email address of Members of BOD at the Corporation;
  - b. Notice of Board Meeting shall include the agenda, time, location, and necessary documents about issues that will be discussed and voted for in the meeting, and the ballot for the BoD members whom cannot attend the meeting. These documents shall be in Vietnamese and can be in English.
2. Requirements to organize Board Meeting:
- a. Board Meeting shall be conducted when there are at least three-fourths (3/4) of the BoD members who attend face-to-face or in any other forms;
  - b. Unless otherwise agreed, in case the total number of attendees is not sufficient, the second meeting shall be convened within seven (07) days from the intended date of the first meeting. The second convening meeting is conducted if it is attended by at least half of Members of BoD.
3. Voting methods:
- a. Members of the BoD can send votes to the meeting via post, fax, or email. Votes may only be opened/ presented in front of the witnesses of all attending participants;
  - b. In face-to-face or conference call meetings, the BoD members shall give affirmative votes by speaking up or raising their hands on each issue after the Chairperson raises the issue or ends the discussion. The voting status can be "Agree", "Disagree", or "No opinions".
4. Method to approve the resolutions of the General Meeting of Shareholders:
- a. The BoD shall pass the Decisions and ratify the Resolution based on receiving a majority number of votes by the Board members attending the meeting (more than 50%). In case the affirmative votes and the negative votes are equal, the vote of the BoD Chairman shall be the decisive vote.
  - b. Resolutions collected in the form of written opinions are approved on the basis of the approval of the BoD members with voting rights. These resolutions are as valid and enforceable as the resolutions passed at the meeting.
5. Minutes of the Board Meeting:
- a. The Persons in charge of corporate governance (Secretariat) shall record the progress of the Board Meeting in a complete, detailed and clear manner. The Persons in charge of corporate governance may record the meeting to ensure the accuracy of the meeting's content, progress and results;

- b. The minutes of meeting will be completed immediately after each meeting and signed by the Chairman of the meeting and the meeting recorder. The official meeting minutes will be completed within seven (07) working days from the end of the meeting. The minute shall be also made in English;
  - c. Minutes of the BoD meeting will be archived for ten (10) years.
6. Notice of the BoD's Resolutions;
- a. Pursuant to contents and decision ratified in the Board Meeting;
  - b. The Chairman of the BOD shall sign the issuance of the resolutions on behalf of the BoD;
  - c. These resolutions shall be sent to Members of BOD;
  - d. The Resolutions within the scope of information disclosure will be publicized in compliance with the law.

## **CHAPTER IV: MEMBERS OF BOARD OF CONTROL AND THE BOARD OF CONTROL**

### **Article 20. The standards of BoC members**

1. BoC members must not be such persons that are prohibited from being BoC members according to the law and the Charter. BoC members must have proper knowledge and experience to perform their functions. BoC members may not be shareholders of the Corporation.
2. BoC members must meet the requirements as stipulated in Article 164.1 of the Enterprise Law 2014, the Charter and do not violate the following conditions:
  - a. Work in the accounting and/or finance department of the Corporation;
  - b. Be a member or an employee of the independent auditing company that audited the Corporation's financial report in the previous three (03) years;
3. The Chief Controller must be professional accountant or auditor and work full-time at the Corporation.
4. The BoC shall have minimum three (03) and maximum five (05) members. The BoC members shall be elected by the General Meeting of Shareholders. The term of office of the BoC shall not be more than five (05) years and the BoC members may be re-elected with an indefinite number of terms.

### **Article 21. Nomination of Controllers**

1. The nomination of Controllers shall be implemented in accordance with Article 16 of the Regulation.
2. In case the number of candidates for the BoC through nomination and self-nomination is not sufficient as needed, the incumbent BoC may nominate supplement candidates or organize the nomination in accordance with the mechanism specified in Article 16 of this Regulation. The mechanism of BoC's candidate nomination by the incumbent BoC must be published clearly and must be approved by the General Meeting of Shareholders prior to the nomination.

### **Article 22. Voting for Controllers**

Voting for controllers shall be conducted under the principle of cumulative voting, similar to voting for BoD members as stipulated in Article 16 of this Regulation.

### **Article 23. Dismissal and discharge of Controllers**

1. A controller shall be dismissed if he or she:
  - a. No longer satisfies the standards and conditions for controllers as prescribed in the Enterprise Law 2014;
  - b. Fails to perform his/her rights and obligations for six (06) consecutive months, except for force majeure events;
  - c. Tenders a resignation which has been accepted;
  - d. Other cases as prescribed by the Law and the Charter.

2. A controller shall be discharged from his/her position if he or she:
  - a. Fails to fulfill the given tasks or duties;
  - b. Commits serious or repeated violations against obligations of Controllers as prescribed by the Enterprise Law and the Charter;
  - c. Be discharged by decisions of the General Meeting of Shareholders;
  - d. Other cases as prescribed by the Law and the Charter.

**Article 24. Notices on election, dismissal, and discharge of Controllers**

Notices of election, dismissal, and discharge of controllers must be publicly disclosed in accordance with regulations as stipulated in the law of securities and securities market.

## **CHAPTER V: ESTABLISHMENT AND OPERATION OF COMMITTEES UNDER THE BOARD OF DIRECTORS**

### **Article 25. Committees under the Board of Directors**

1. The BoD shall establish committees under the BoD to be accountable for the following issues:
  - a. Development Policy Committee;
  - b. Human Resources Committee;
  - c. Remuneration Committee.
2. The structure of the committees
  - a. The number of members in each committee is decided and considered by the BoD from time to time, but each committee shall have at least three (03) members;
  - b. Members of the committee are not necessarily members of the BoD. In each committee, there will be at least two (02) BoD members and at least one (01) independent or non-executive BoD member. The BoD shall appoint one (01) BoD member in the committee to be the head of the committee;
  - c. In each committee, the number of non-BoD members must not exceed the number of BoD members.
3. Standards of members of committee and head of committee:
  - a. Other stakeholders, especially senior managers who are not members of the committees under the BoD may be invited to discuss on specific issues, but only have the right to observe and no right to intervene or to decide on the discussed issues;
  - b. The head of the Remuneration Committee and the Human Resources Committee are selected from the independent BoD members. The head of the committee must report to the Chairman of the BoD about the committee's work. Besides, the head of the committee must attend the General Meeting of Shareholders to answer the queries from the shareholders.
  - c. The head of the committee must:
    - Inform the BoD of all important issues related to the work of the committee at least once every three (03) months;
    - Implement necessary management measures to ensure the committee best fulfill its duties;

- Assign duties to each member of the committee.
  - d. The members of the Human Resources Committee must be knowledgeable about the basic principles of business ethics, management, the Enterprise Law, the Labor Law, and other relevant regulations;
  - e. Members of the Remuneration Committee must be integrity and knowledgeable about the basic principles of economics, finance, and the Labor Law;
  - f. Members of the Development Policy Committee must have experience in the field of operations of the Corporation. The BoD will consider selecting members with good qualifications in the business fields and strong financial knowledge to be in this committee.
4. Establishment of the committee:
- a. The establishment of the committees must be approved by the General Meeting of Shareholders;
  - b. The BoD will approve contents related to rights, process, and reporting of the committees.
5. Responsibilities of the committee and each member:

#### 5.1 Human Resources Committee:

##### a. Roles:

- Determine criteria for Members of the BoD;
- Evaluate the BoD and the BoM;
- Provide recommendations on candidates to take on newly established positions or unstaffed positions;
- Prepare and provide recommendations on the corporate governance principles (includes four 4 elements: best practices of the BoD, control environment, information transparency, and commitment on corporate governance) to apply to the BoD and employees of the Corporation.

##### b. Responsibilities:

The Human Resources Committee is responsible for advising the BoD on the following aspects:

- Appoint, dismiss the BoD members, the BoM members, Chief Accountant, and other positions decided by the BoD;

- Nominate the BoD members who shall be re-elected at each term of the General Meeting of Shareholders;
- Develop criteria for the quality and capacity of the BoD members, the BoM members, Chief Accountant, and other positions authorized by the BoD in accordance with regulations of the law, the Charter as well as other practical requirements;
- Assess size and composition of the BoD and the BoM, provide recommendations to the BoD on necessary changes in organization and personnel to submit to the General Meeting of Shareholders in the next term;
- Review labor contracts of the BoM, the Secretary of the Corporation, and other positions appointed by the BoD;
- Select and appoint the CEO, or outsource the CEO;
- Develop the procedures for nominating and self-nominating the BoD members and monitor of the implementation process;
- Determine the independence of Non-executive members of the BoD;
- Establish the process activity assessment of the BoD, propose objective evaluation criteria for activities of the BoD;
- Develop human resource development plans, detect, recruit, train and foster staff for the future positions appointed by the BoD.

## 5.2 The Remuneration Committee:

### a. Roles:

- Identify and manage the salary and bonus for the BoD members and the BoM members;
- Determine the salary form and salary level for the BoD members and the BoM members;
- Review and propose to the BoD to approve the reward target for the CEO;
- Evaluate the performance result of the CEO;
- Establish and propose remuneration for senior managers of the Corporation;
- Prepare pertinent reports (including annual report of the BoD remuneration).

b. Responsibilities:

The Remuneration Committee is responsible for advising the BoD on the following aspects:

- Remuneration policy (salaries and other benefits) for the BoD members, the BoM members, Chief Accountant, and other positions under authorization of the BoD;
- Evaluation criteria related to rewarding activities of the BoM;
- Recommendations related to changes in size and structure of remuneration and other benefits of each members of the BoD, the BoM, Chief Accountant, and other positions decided by the BoD to submit to the General Meeting of Shareholders in the next term;
- Bonus share program for the employees who already made or potentially make a major contribution to the operation of the Corporation.

5.3 Development Policy Committee:

a. Roles:

- Approve the vision, mission, and long-term Development Strategy goals;
- Supervise the establishment, implementation, and execution of development policies;
- In charge of orientation for sustainable and responsible development;
- In charge of integrated reporting;
- In charge of relations with related stakeholders.

b. Responsibilities:

The Development Policy Committee is responsible for advising the BoD on the following aspects:

- Determine the need to adjust strategies, consider the bottom-up plan, identify the objectives, including the allowable fluctuation level, assess basic development areas of the Corporation;
- Determine the operational priorities;
- Develop the dividend policy;
- Assess long-term effectiveness of the Corporation's operation.



## **CHAPTER VI: SELECTION, APPOINTMENT, AND DISMISSAL OF THE CORPORATION'S SENIOR MANAGERS**

### **Article 26. Standards of senior managers**

1. Standards of senior managers must comply with the Charter and the Enterprise Law 2014.
2. The management system of the Corporation must ensure that senior managers hold accountable with the BoD and be monitored and instructed by the BoD in daily operation of the Corporation. The Corporation has the Chief Executive Officer, Deputy Chief Executive Officer, Chief Accountant, and other managing positions appointed by the BoD. The appointment, dismissal, and discharge of the aforementioned positions must be passed by the BoD's resolutions.
3. The CEO must be accountable for assisting the Corporation to achieve the set goals in operation and organization.

### **Article 27. Appointment, dismissal, duties and rights of the Chief Executive Officer**

1. The BoD shall appoint a member of the Board of Directors (except for the Chairman) or another person as the CEO; sign contract which stipulates the salary rate, remuneration and other benefits of such person. Information on salary rates, remuneration and other benefits of the CEO must be reported in the annual General Meeting of Shareholders and is stated in the Corporation's Annual Report.
2. The CEO shall have a five (05)-year term of office and may be reappointed. The CEO is not the person prohibited to hold this position by law provisions.
3. The CEO shall have the following rights and obligations:
  - a. Implement the resolutions of the BoD and the General Meeting of Shareholders, business plans and investment plans of the Corporation approved by the BoD and the General Meeting of Shareholders;
  - b. Make decisions on issues without a resolution of the BoD, including signing of financial and commercial contracts on behalf of the Corporation, organizing and operating daily business activities of the Corporation in accordance with the best management practices;
  - c. Propose corporate structuring plans and internal management regulations to the BoD;
  - d. Propose measures to improve the operation and management of the Corporation;

- e. Propose the number and types of executives that the Corporation needs to recruit for the appointment or dismissal of the BoD in accordance with internal regulations and propose salary rate, remuneration and other benefits of the executives to the BoD to make decisions;
  - f. Consult the BoD on decision on the number of employees, salary rates, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;
  - g. On the first BoD meeting of each year, submit the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan to the BoD for approval;
  - h. Prepare the long-term, quarterly and annual estimates of the Corporation (hereinafter referred to as estimate) for long-term, quarterly and annual management activities of the Corporation according to the business plan. The annual estimate (including balance sheet, income statement and expected cash flow statement) of each fiscal year must be submitted to the BoD for ratification and must include the information specified in the regulations of the Corporation;
  - i. Other rights and obligations in accordance with law provisions, the Charter, internal regulations of the Corporation, Resolutions of the BoD and the labor contract signed with the Corporation.
4. The CEO shall assume his/her accountability to the BoD and the General Meeting of Shareholders for the implementation of assigned tasks and powers and must report to these agencies as required.
5. The BoD may dismiss the CEO if approved by a majority of Board members having voting rights attended the meeting and appoint a new CEO for substitution.

**Article 28. Procedures of selection, appointment, and dismissal of senior managers of the Corporation**

1. The BoD shall appoint one (01) CEO and at least one (01) Deputy CEO, one (01) Chief Accountant, and other senior managers of the Corporation through a legally passed resolution. The term of officer for the CEO is five (05) years unless the BoD has another regulation and may be reappointed. Senior managers of the Corporation must be knowledgeable about law and must not work for or directly/indirectly contribute capital to the independent auditing company performing audits of the company's financial statements.
2. The BoD shall decide the salary level, remuneration, benefits, and other provisions in the labor contract of the CEO. The contracts of other senior

managers of the Corporation shall be decided by the BoD after consulting with the CEO.

3. The BoD may dismiss the CEO when at least two-thirds of the BoD members voting in affirmative (in this case, excluding the CEO's vote) and appoint a new CEO for replacement. The dismissed CEO has the right to oppose the dismissal decision at the nearest General Meeting of Shareholders.

**Article 29. Notice on appointment and dismissal of senior managers of the Corporation**

The Corporation must make an announcement on the appointment and dismissal of senior managers in compliance with the internal Information Disclosure regulations as well as the regulations of the securities law, other legal regulations, and the Charter.

## **CHAPTER VII: COORDINATION BETWEEN BOARD OF DIRECTORS – BOARD OF CONTROL – CHIEF EXECUTIVE OFFICER**

### **Article 30. Procedures and sequence to convene, invite meetings, record minutes, publish meeting results among the BoD, the BoC and the CEO.**

When the CEO, or at least five (05) other senior managers, or the BoC propose to convene an irregular BoD meeting or a meeting among the BoD, the BoC and the CEO, those who request must submit a written document to the BoD, specifying reasons to convene such meeting, enclosing relevant information and documents. The procedure to conduct a BoD meeting must comply with the provisions in Article 19 of the Regulation.

### **Article 31. The coordination between the BoD and the BoC**

1. Responsibilities of the BoD in coordination with the BoC:
  - a. The notice of meeting and related documents shall be sent to the BoD members and the BoC members at the same time;
  - b. The resolutions of the BoD shall be sent to the BoC and the CEO at the same time and in compliance within the time limit as stipulated in this Regulations and the Charter;
  - c. When the BoC propose to select and appoint an independent auditing company to audit the financial report of the Corporation, the BoD must provide feedbacks in compliance with this Regulation and the Charter;
  - d. Other issues that require comments from the BoC must be submitted within the prescribed time limit and the BoC is responsible for providing feedbacks in compliance with this Regulation and the Charter.
2. Responsibilities of the BoC in coordination with the BoD:
  - a. Regularly inform the BoD of the operation results, consult with the BoD before submitting reports and conclusions on the recommendations of the General Meeting of Shareholders;
  - b. In the BoC meetings, the BoC has the right to request the BoD members, the CEO, and the representatives of the independent auditing company, when necessary, to attend the general meeting and the private meeting to answer any concerns of the BoC members;
  - c. The periodic and irregular inspection of the BoC must have a written conclusion sent to the BoD no later than fifteen (15) working days from the end date as a basis for the BoD to improve the corporate governance. Depending on the scope and results of the aforementioned inspection, the BoC needs to consult and agree with the BoD and the CEO before reporting to

the General Meeting of Shareholders. In case of disagreement with the BoD and the CEO, the BoC has the right to reserve the opinions recorded in the minutes and the Head of the BoC is responsible to report to the nearest General Meeting of Shareholders;

- d. In case the BoC finds out the violations of law or of the Charter by the BoD members, the BoC shall send a written notice to the BoD within forty-eight (48) hours, requesting the person who commits the act to stop the violation and take remedial measures. Besides, the BoC is responsible to report to the General Meeting of Shareholders and disclose this information in compliance with the law;
- e. For petitions related to the operational and financial situation of the Corporation, the BoC must send relevant documents at least fifteen (15) working days prior to the intended date of receiving response;
- f. Other contents that need consulting with the BoD must be submitted at least seven (07) working days in advance and the BoD shall review and respond within seven (07) working days.

### **Article 32. The coordination between the BoD and the CEO**

- 1. The CEO must follow rights and obligations as stipulated in the Charter.
- 2. The BoD and the BoD members do not interfere with the daily business activities within the authority of the BoM unless deemed necessary;
- 3. The BoD establishes an internal legal framework, creating favorable conditions to support the CEO in fulfilling assigned tasks;
- 4. The BoD may participate in monthly briefing or other meetings of the BoM;
- 5. The BoD regularly supervises the management of the CEO and the CEO follow the reporting system in compliance with regulations set by the BoD;
- 6. For organization of the annual General Meeting of Shareholders, the BoD must inform the CEO of the coordination and use of resources within the time limit as stipulated in the Charter. In urgent cases, the BoD has the right to request the CEO and other senior managers of the Corporation to provide information on the operation of the Corporation. The BoD must not use the information that has not been published by the Corporation or to disclose it to others to conduct related transactions.
- 7. The CEO is responsible to the BoD and the General Meeting of Shareholders. Issues within the authority of the BoD approval in accordance with the provisions of the law and the Charter proposed by the CEO must be responded by the BoD within the time limit stipulated in the Charter.

8. The BoD decides to reward or discipline the fulfillment or failure to implement the resolutions and other authorization issues of the BoD to the CEO.

### **Article 33. The coordination between the BoC and the CEO**

1. In the BoC meetings, when necessary, the BoC has the right to request the CEO, the relevant BoD members, and the representatives of the independent auditing company to attend and respond to any concerns of the BoC members.

2. The periodic and irregular inspection of the BoC must have a written conclusion sent to the CEO no later than fifteen (15) working days from the end date as a basis for the CEO to improve the management within the Corporation. Depending on the scope and results of the aforementioned inspection, the BoC needs to discuss and agree, has the right to reserve their opinions in the meeting minutes, and the Head of the BoC is responsible to report to the BOD.

- a. In case the BoC finds out the violations of law or of the Charter by the CEO, the BoC shall send a written notice to the CEO within forty-eight (48) hours, requesting the person who commits the act to stop the violation and take remedial measures. Besides, the BoC is responsible to report to the BoD and disclose this information in compliance with the law;
- b. The BoC members are entitled to request the CEO to grant access to files and documents at the headquarter office or other archival location;
- c. For information, documents on business management, administration, financial reports, the BoC must submit the request to the Corporation at least forty-eight (48) hours in advance. The BoC must not use the information that has not been published by the Corporation or to disclose it to others to conduct related transactions;
- d. Other contents that need consulting by the CEO must be submitted at least seven (07) working days in advance and the CEO will respond within seven (07) days.

### **Article 34. The coordination between the CEO and the BoD**

1. The CEO is the person in charge of managing the Corporation's activities, ensuring that the Corporation operates continuously and effectively.

2. The CEO is accountable to the General Meeting of Shareholders and the BoD for the performance of duties and rights, and must report to these agencies on a regular basis of four (04) times a year and when required.

3. When proposing measures to improve the operation and management of the Corporation, the CEO shall send to the BoD as soon as possible but not less than seven (07) days before the date that such content needs to be decided.

4. The CEO must prepare a plan for the BoD to approve issues related to recruitment, resignation, remuneration, social insurance, welfare, reward, and disciplines for senior managers of the Corporation.
5. Other contents that need consulting by the BoD must be submitted at least seven (07) working days in advance and the BoD will give responses within seven (07) days.

## **CHAPTER VIII: SUPERVISION MECHANISM AND DEALING WITH VIOLATIONS**

### **Article 35. Mechanism for evaluation of the Corporation's management, commendation and discipline**

1. The BoD establishes and issues a mechanism for evaluating the corporate governance practices applicable to members of the BoD and the BoM. The Chief Executive Officer formulates and issues a mechanism for evaluating the corporate governance practices applicable to other managers.
2. Emulation, commendation, and disciplinary actions for members of the BoD, the BoC, the BoM, and other managers are implemented in accordance with the regulations of the Corporation and other relevant government documents.



## **CHAPTER IX: PERSONS IN CHARGE OF CORPORATE GOVERNANCE**

### **Article 36. Persons in charge of corporate governance**

1. The BoD must nominate at least one (01) person to be in charge of corporate governance to assist the BoD govern the Corporation effectively. The term of office for the persons in charge of corporate governance is maximum five (05) years. The Persons in charge of corporate governance can take over the position as the secretary of the Corporation as specified in Article 152.5 of the Enterprise Law 2014.
2. The Persons in charge of corporate governance must be knowledgeable about law and not work for the independent auditing company performing audits of the Corporation's financial reports.
3. Persons in charge of corporate governance has the following rights and obligations:
  - a. Advise the BoD on the organization of convening the General Meeting of Shareholders in compliance with regulations and the related work between the Corporation and shareholders;
  - b. Prepare meetings of the BoD and the General Meeting of Shareholders as requested by the BoD;
  - c. Advise on the procedures of meetings;
  - d. Attend meetings;
  - e. Advise on procedures for establishing resolutions of the BoD in accordance with regulations of law;
  - f. Provide financial information, copies of meeting minutes of the BoD meetings and other information to members of the BoD;
  - g. Monitor and report to the BoD on the operation of information disclosure of the Corporation;
  - h. Ensure information confidentiality in accordance with regulations of law and the Charter;
  - i. Other rights and obligations in accordance with regulations of law and the Charter.

### **Article 37. Secretary of the Corporation**

The BoD shall appoint at least one (01) secretary for the Corporation with the term of office and other provisions as decided by the BoD. The BoD may dismiss the Secretary of the Corporation when necessary but not contrary to the current provisions on labor law. The BoD may also appoint one or more Secretaries of the Corporation from time to time. The roles and duties of the Secretary of the Corporation include:

1. Prepare meetings of the BoD and the General Meeting of Shareholders as requested by the BoD;
2. Provide advices on procedures for meetings;

3. Attend all meetings;
4. Ensure the resolutions of the Board of Directors are in accordance with the law;
5. Provide financial information, copies of the Board meeting minutes and other information to members of the Board.

The secretary of the Corporation is responsible for information confidentiality in compliance with regulations of the law and the Charter.

**ON BEHALF OF THE  
BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed, full name, sealed)*