

INTERNAL MANAGEMENT REGULATIONS
MOBILE WORLD INVESTMENT CORPORATION

*(Approved by the Resolution of the General Meeting of Shareholders No.
010_2020/NQDHDCD/TGDD dated 06 June 2020)*

(This document is translated from the Vietnamese version for the AGM 2020 and your reference only)

CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of governance and subject of application

1.1 Scope of governance:

This Regulation prescribes the basic principles of corporate governance to protect the legitimate rights and interests of Shareholders, establish standards of conduct and ethics of the members of the Board of Directors, Board of Managers, Internal Audit Committee, Executive Board and other Executives of the Company.

1.2 Subject of application:

1.2.1 General Meeting of Shareholders;

1.2.2 Members of Board of Directors, members of Internal Audit Committee, managers and their related organizations, individuals of such objects;

1.2.3 Organizations and individuals having related rights with the Company.

Article 2. DEFINITIONS

In this Regulations, the following terms shall have the meanings as follows:

2.1 "*Corporate governance*": means a system of rules to ensure that the Company is directed to operate and controlled effectively for the benefit of Shareholders and people related to the Company.

2.2 "*Company*": means Mobile World Investment Corporation.

2.3 "*BOD*": means Board of Directors.

2.4 "*Charter*": means the Charter of the Company approved by the General Meeting of Shareholders and its amendments and supplements from time to time.

2.5 "*Shareholders*" means the individuals and organizations that own the Company's shares.

2.6 "*Major Shareholder*" means a Shareholder holding directly or indirectly five (05) percent or more of the Company's voting shares as stipulated in the Charter.

2.7 "*GMS*" or "*General Meeting*": means the General Meeting of Shareholders of the Company.

2.8 "*Non-executive Members of the Board of Directors*": means members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant and other Executives appointed by the Board of Directors.

2.9 "*Independent Member of the Board of Directors*" means a member of the Board of Directors who satisfies the conditions prescribed in the Law on Enterprise.

2.10 "*Executive*": means the General Director, Deputy General Director, Chief Accountant, and other managerial positions in the Company appointed by the Board of Directors.

- 2.11 "*Executive Board*" means the General Director (or General Director), Deputy General Director (or Deputy General Director).
- 2.12 "*Online Method*": means devices, means, means of communication that Shareholders can use to exchange or transmit information via the internet or telephone lines with the Company, the General Meeting of Shareholders. or Board of Directors without having to be present in person.

Article 3. Principles of application of special laws

Where special laws provide for corporate governance different from the provisions of this Regulation, the provisions of specialized laws shall apply.

CHAPTER II: ORDER AND PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Notice of closing the list of Shareholders entitled to attend the General Meeting of Shareholders

- 4.1 The Board of Directors of the Company meets and issues a decision to convene the Annual General Meeting of Shareholders and unanimously approve the contents, the agenda and the form of participation and voting (including Online Method and/or present in person at the General Meeting).
- 4.2 Notice of closing the list of Shareholders entitled to attend the General Meeting of Shareholders ("List of Shareholders") shall comply with the provisions of the Company's Charter, the Law on Enterprise and the Law on Securities.

Article 5. Invitation to the GMS

- 5.1 Notice of invitation to the General Meeting of Shareholders shall be sent at least fifteen (15) days before the date of the meeting of the General Meeting of Shareholders by means of registered mail by post, hand mail or other means by means of online (email, SMS ...) if the Board deems it appropriate (including not limited to email if the Shareholders provide email), and publish information on the website of the Company and State Securities Commission, Stock Exchange.
- 5.2 The agenda of the General Meeting of Shareholders, documents related to issues to be voted at the meeting are sent to the Shareholders or posted on the Company's website. In case the document is not attached with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation shall specify the address of the website so that Shareholders can access.
- 5.3 Shareholders are responsible for providing sufficient information (including but unlimited organizational information, personal information, contact addresses, email addresses or phone numbers) to receive meeting invitations..

Article 6. Registration Methods for Attending the General Meeting of the Shareholders

- 6.1 According to the decision of the Chairman of the Board of Directors, Shareholders registering to attend the General Meeting by (i) directly attending the General Meeting and/ or (ii) attending by Online Method and/ or (iii) attending remotely via email or mail. The Board of Directors shall issue instructions and notify specific conditions and ways for Shareholders to attend in a manner consistent with the Charter and laws.

- 6.2 Before the opening of the general meeting, the Company shall carry out the procedures for registering Shareholders until the Shareholders with voting rights to the meeting are duly registered. Registration for the meeting is stipulated as follows:
- 6.2.1 Shareholders or their authorized representatives registering to attend the meeting in person shall present documents proving their identity and valid authorization;
 - 6.2.2 The Shareholders or their authorized representatives of the Shareholder registering to attend by the Online Method are obliged to comply with the conditions and instructions of the Board of Directors to complete the registration of the Shareholder.
 - 6.2.3 Shareholders or their authorized representatives of Shareholders registering to participate remotely via email or mail are obliged to comply with the conditions and instructions of the Board of Directors to complete the registration of Shareholders;
 - 6.2.4 A shareholder who completes registration for attending the General Meeting by online method or from a distance of attendance via email or mail shall be considered as such shareholder directly attending the meeting;
- 6.3 If a Shareholder is unable to attend the General Meeting, they can authorize their representatives to attend, the authorization for the representative shall be made in writing according to the form of the Company attached therewith and shall ensure having the following requirements:
- a. In case a Shareholder is an individual, the representative of such Shareholder shall present a power of attorney signed by such Shareholder and valid information of the Shareholder being invited to the meeting (the authorization is not required to be certified by a notary);
 - b. In case a Shareholder is an organization, the representative attending the meeting shall be the legal representative or the authorized person of the legal representative of the Shareholder and shall present (i) a valid power of attorney under point a and (ii) documents proving the valid information of the shareholder being organization;
 - c. In case more than one authorized representative is appointed, specific number of shares and number of votes of each representative shall be specified. The authorized person shall not re-authorize another person;
 - d. The authorized person attending the General Meeting of Shareholders shall bring his/her identity card or passport to check and return the original copy of the power of attorney before going to the meeting;
 - e. Shareholders are fully responsible for the decisions and authorization of the authorized person(s) of the Shareholders.
- 6.4 In order to ensure the valid participation of Shareholders named in the List of Shareholders or the authorized person(s) of Shareholders, Shareholders or authorized person(s) of Shareholders participating in the meeting if (i) does not provide personal information that is accurate or complete compared to information in the List of Shareholder or (ii) is not identified and verified electronically (if joining by Online Method) is not eligible to register to attend the General Meeting. The Board of Directors shall base on the provisions of the law on electronic identification and authentication to promulgate specific guidelines and conditions in the Regulation on organizing the General Meeting for Shareholders to implement.

- 6.5 Shareholders or their representatives when attending the General Meeting by Online Method are entitled to watch the full progress of the General Meeting and give their opinions via Online Method and shall prepare all suitable facilities by themselves that are suitable for being able to access, view and speak through Online Method. The Board of Directors is responsible for promulgating and announcing on the Company's website the regulations on organizing specific general meeting.

Article 7. Voting method

- 7.1 Upon completion of registration of Shareholders, Shareholders or their authorized representative(s) will receive voting cards.
- 7.2 Subject to the provisions of Article 7.3, Shareholders or their representatives shall vote in the following forms:
- 7.2.1 Normal voting: using paper voting cards to vote issues directly at the General Meeting by raising voting cards.
- 7.2.2 Voting online (by Online Method): using electronic voting cards to vote for issues at the General Meeting via the applications ("app") or the website ("Website") of the Company.
- 7.2.3 Remote voting: sending voting cards in the Company's form via mail or email to the address provided by the Company.
- 7.3 The Board of Directors has the right to choose the appropriate voting method on the following principles: (i) ensuring the legitimate rights and interests of the Shareholders; and/or (ii) ensuring the safety and participation of Shareholders in force majeure circumstances (epidemics, natural disasters, enemy sabotage, or restrictive decisions of the State); and/or (iii) ensuring the most convenience for Shareholders attending the general meeting;
- 7.4 All voting forms at the General Meeting shall comply with the following conditions:
- 7.4.1 For each voting issue, Shareholders or representative(s) of Shareholders choose only one (01) out of three (03) votes Approve (Shareholders agree to approve), Disapprove (Shareholders disagree), Abstain (Shareholders have no comment).
- 7.4.2 The voting shall be completed before the voting card collection time (the "Voting Card Collection Time") has been announced.
- 7.4.3 The Voting Card Collection Time is applicable to (i) Ordinary voting when the Voting Committee asks "Shareholders, please raise the voting card"; (ii) Online voting and Remote voting when determined by the Chairman and notified to Shareholders.
- 7.4.4 Voting cards are not erased or corrected, have complete and valid information and are sent in a manner appropriate to the case of Online Voting and Remote Voting.
- 7.4.5 In the event that a Shareholder or a representative of a Shareholder changes his/her decision or sends many voting Cards, the most recent decision to change before the Voting Card Collection Time will be considered final and effective.
- 7.4.6 In case of normal voting, when a Shareholder or a representative of Shareholders votes, the front of the Voting Card (with the Shareholder Number) shall be raised up to the Chairman until the completion of counting of votes. Shareholder Number is a code issued by the Company to identify a specific Shareholder in the List of Shareholders, thereby determining the number of votes and other information related to Shareholders.

- 7.5 The valid voting card for each issue to vote is the voting card that meets the conditions specified in Article 7.4.
- 7.6 The voting card is invalid for each issue to be voted is which does not meet the conditions in Article 7.4 including:
- 7.6.1 The voting card does not contain all the information that a Shareholder shall provide; or
 - 7.6.2 The voting card is sent after the Voting Card Collection Time; or
 - 7.6.3 The voting cards are erased or corrected.

Article 8. Form of counting votes in the GMS

- 8.1 The General Meeting elects people who are responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the voting counting committee is decided by the General Meeting of Shareholders based on the Chairman's proposal but shall not exceed the number of people prescribed by the applicable law.
- 8.2 When conducting voting at the meeting, the number of Approving votes is counted first, followed by the number of disapproving votes and counting the number of votes abstained, finally counting the total number of voting. The total number of votes for approve, disapprove, abstain or invalid, corresponding to the voting rate for each issue shall be fully recorded by the Voting counting committee in the votes counting minutes.
- 8.3 The votes counting committee is entitled to use suitable electronic facilities to count the votes.
- 8.4 In the case of voting to elect the member of the Board of Directors, the voting method shall be implemented in accordance with the method of cumulative voting as stipulated in Clause 3, Article 144 of the Law on Enterprise. The votes counting committee will collect all voting cards and count the votes. Voting results of Shareholders attending the General Meeting of Shareholders will be fully recorded by the Votes counting Committee.

Article 9. Notification of the votes counting result

After conducting the counting of votes, the vote counting committee will announce the results of the vote counting directly at the General Meeting of Shareholders. The notification of the votes counting results shall specify the number of votes for approval, number of votes for disapproval, number of votes for no comment and number of invalid votes corresponding to voting rate for each issue voted by Shareholders at the meeting.

Article 10. Repurchase shares at the request of Shareholders

- 10.1 The shareholders voting against the resolution on the reorganization of the Company or the change of rights and obligations of shareholders stipulated in the charter of the company have the right to request the Company to repurchase their shares. The request shall be in writing, clearly stating the name, address of the shareholder, the number of shares of each class, the proposed selling price, the reason for requesting the Company to repurchase. The request shall be sent to the Company within 10 days after the General Meeting of Shareholders approves the resolution on the issues specified in this Clause.

10.2 The company shall repurchase shares at the request of Shareholders as stipulated in clause 1 of this Article at the market price or the price is calculated on the principle prescribed in the company's Charter within 90 days from the date of receipt request. In case no agreement is reached on the prices, the parties may request a professional valuation organization to set the price.

Article 11. Making the minutes of GMS

11.1 The General Meeting of Shareholders shall be recorded in minutes and may be recorded and kept in another electronic format. The minutes shall be made in Vietnamese and contain the main contents in accordance with the Law on Enterprise.

11.2 Minutes of the General Meeting of Shareholders shall be prepared and approved before the end of the meeting. The chairman and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

11.3 Minutes of the General Meeting of Shareholders shall be published on the website of the Company within twenty-four (24) hours from the end of the meeting.

11.4 The minutes of the General Meeting of Shareholders are considered as evidence to verify the works performed at the General Meeting of Shareholders unless there is any objection to the content of the minutes made according to the procedures specified within ten (10) days of sending the minutes of the general meeting of shareholder.

Article 12. Announcement of the resolution of the General Meeting of Shareholders

Minutes of meetings and resolutions of GMS shall be published on the Company's website and disclosed information in accordance with the Company's Charter and the provisions of Law on Securities.

Article 13. The General Meeting of Shareholders approve the resolution by the way of collecting written opinions

13.1 BOD has the right to consult Shareholders in writing through the decision of the General Meeting of Shareholders if it is deemed necessary for the benefit of the Company in accordance with the Charter and the provisions of law.

13.2 BOD has the right to use Online Method or computer systems, software to ensure the accuracy and timeliness in recording and aggregating information and data and creating convenience for shareholders to participate. get written comments.

CHAPTER IV: NOMINATING, SELF-NOMINATING, ELECTING, APPROVING RESIGNATION AND DIMISSISING THE MEMBER OF BOARD OF DIRECTORS

Article 14. Criteria for members of the BOD

14.1 The number of members of the Board of Directors shall not be less than five (5) people, not exceeding eleven (11) people. The term of the Board of Directors shall not exceed four (04) years; Board members may be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors.

14.2 Members of the Board of Directors of the Company shall meet the following criteria and conditions:

- 14.2.1 Having full legal capacity, no criminal record, not being prohibited from managing an enterprise under the provisions of the Law on Enterprise; and
- 14.2.2 Unless otherwise approved by the General Meeting of Shareholders, members of the Board of Directors of the Company are not concurrently:
- Members of the Board of Directors, General Director, Deputy General Director, heads of departments/teams, chief accountants and their related persons of any company competing with the Company except for subsidiary of the Company;
 - Being a Shareholder or a related person of a Shareholder owning 5% or more of the general shares (or the total capital contribution) or more of any company competing with the Company except its subsidiaries.

Article 15. Methods of Shareholders, groups of Shareholders self-nominating and nominating candidates to be members of the Board of Directors

- 15.1 Shareholders holding voting shares for at least six (06) consecutive months have the right to aggregate the voting rights of each person together to nominate candidates for the Board of Directors. A Shareholder or a group of Shareholders holding from 5% to less than 10% of total voting shares is entitled to nominate one (01) candidate; from 10% to below 30% may nominate at most two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 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; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.
- 15.2 In case the number of Board of Directors candidates who self-nominate and are nominated are still not enough, the current Board of Directors may nominate more candidates or organize nominations according to the selection mechanism of individuals holding the title of Executive or in the Executive Board of the Company or its subsidiaries.
- 15.3 The appointment of members of the Board of Directors shall be disclosed in accordance with the Law on securities and securities market.
- 15.4 Members of the Board of Directors may not be holders of shares of the Company, not be Vietnamese nationals and/or not reside in Vietnam.

Article 16. Method of electing members of the BOD

The voting of members of the Board of Directors shall be conducted by the method of cumulative voting, whereby each Shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and Shareholders who have the right to accumulate all or part of its total votes for one or several candidates. The elected member of the Board of Directors is determined by the number of votes from high to low, starting from the candidate with the highest number of votes until there are enough members prescribed in the Company's Charter. If there are 02 or more candidates with the same number of votes for the last members of the Board of Directors, they will be re-voted among candidates with equal votes or selected according to the statutory election criteria or Company's Charter.

Article 17. Cases of approving resignation and dismissing the members of the BOD

Members of the Board of Directors are approved resignation, dismissed the role as members of the Board of Directors in the following cases:

- 17.1 That member is not eligible to be a member of the Board of Directors in accordance with the Law on Enterprise and the Charter of the Company or is prohibited by law from being a member of the Board of Directors;
- 17.2 That member submits a written application for resignation to the Company's head office;
- 17.3 That member has a mental disorder and other member(s) of the Board of Directors have professional evidences proving that the member no longer has the act capacity;
- 17.4 That member does not attend the meetings of the Board of Directors continuously within six (06) months without the consent of the Board of Directors and the Board of Directors decides that the position of this person is vacant;
- 17.5 That member is dismissed by a decision of the General Meeting of Shareholders;
- 17.6 That member go bankrupt

Article 18. Notice of election, resignation approval and dismissal of members of the Board of Directors

Notice of election, resignation approval and dismissal of members of the Board of Directors shall be made public in accordance with the Law on Securities and securities market..

Article 19. Method to introduce candidates to the Board of Directors

- 19.1 In the case of a pre-determined candidate, information related to the BOD candidates is included in the General Meeting of Shareholders document and announced at least ten (10) days before the opening of the General Meeting of Shareholders on the website of the Company so that Shareholders can find out about these candidates before voting. The candidate for the Board of Directors shall have a written commitment to the truthfulness, accuracy and reasonableness of the published personal information and commit to perform the duties honestly if elected as a member of the Board of Directors. The information related to the Board candidates is published including the following minimum contents:
 - a. Full name, date of birth;
 - b. Academic level;
 - c. Working process;
 - d. Companies in which the candidate is holding member of the Board of Directors and other management titles;
 - e. Benefits related to the company (if any);
 - f. Full name of the Shareholder or a group of Shareholders nominating that candidate (if any);
 - g. Other information (if any).
- 19.2 Shareholders or groups of Shareholders owning general shares in accordance with the Charter for at least 06 consecutive months have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprise and the company's Charter.

CHAPTER V: ORDER, PROCEDURES FOR ORGANIZATION OF MEETING OF THE BOARD OF DIRECTORS

Article 20. Notice of the meeting of the Board of Directors:

The notice of the meeting of the Board of Directors shall be sent to the members of the Board of Directors at least five (05) days before organizing the meeting, the members of the Board of Directors may refuse the notice of the meeting in writing. The notice of the meeting of the Board of Directors shall be made in Vietnamese and shall fully notify the agenda, time and venue of the meeting, together with necessary documents on the issues discussed and voted at the meeting of the Board of Directors and votes for members of the Board of Directors who can not attend the meeting.

The notice of the meeting shall be sent by post, fax, email or other means, but shall ensure to reach the address of each member of the Board of Directors registered at the Company.

Article 21. Conditions for organizing the meeting of the Board of Directors

21.1 The first meetings of the Board of Directors may only be conducted when there are at least three-fourth (3/4) of the members of the Board of Directors present in person. Electronic participation through online media or sending votes to the meeting via registered mail or email is as valid as direct participation at a meeting.

21.2 In case there are not enough members attending the meeting as prescribed, the meeting shall be reconvened within seven (07) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting.

Article 22. Voting method

22.1 Each member of the Board of Directors that present personally at the meeting of the Board of Directors has one (1) vote.

22.2 For each voting issue, each member of the Board of Directors may select only one (01) of three (03) options: Approve (agree to approve), Disapprove (not agree to approve), Abstain (no opinion) through one of the forms prescribed in the Law on Enterprise.

22.3 Members of the Board of Directors may not vote on contracts, transactions or proposals that such member or person related to that member has interests and these interests conflict or may conflict with interests of the Company. Members of the Board of Directors shall not be included in the minimum number of delegates required to be able to hold meetings of the Board of Directors on decisions for which such member is not entitled to vote.

Article 23. Approving resolutions of the Board of Directors method

The Board of Directors approves decisions and issues resolutions if the majority of participants agree. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors is the deciding vote.

Article 24. Recording the minutes of the meeting of the Board of Directors

The minutes of the meeting of the Board of Directors shall be fully and truthfully recorded. Minutes of the meeting of the Board of Directors shall be made in Vietnamese and shall contain the full names and signatures of the chairperson and the record maker.

Article 25. Notice of resolution of the Board of Directors

The Company is responsible for disclosing information within the Company or on the mass media, on its website according to the order and provisions of Law on Enterprise and Law on Securities and stock market.

CHAPTER VI: ESTABLISHMENT AND OPERATION OF COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 26. Committees under the Board of Directors

The Board of Directors has the right to set up committees to perform the tasks assigned by the Board of Directors. Members of the committee may include one or more members of the Board of Directors and one or more external members as decision of the Board of Directors. The committee only has the function of assisting the Board of Directors, not making decision.

Article 27. Mechanism of committees

The number of members of the committee is decided by the Board of directors, but there are at least three (03) people including members of the Board of Directors and external members. Independent members of the BOD/non-executive members are majority in the committee and one (01) of these members is appointed as the Head of the committee according to the decision of the Board of Directors.

Article 28. Standards of members of committees and heads of committees

The members of the committee shall be knowledgeable about the field that the committee is in charge or have experience in business management and administration. Of the members of the committee, there shall be at least one (01) member with professional knowledge and experience in the field of the committee in which that member is in charge.

Article 29. Establishment of committees

The Board of Directors details the establishment of committees through the resolutions/decisions of the Board of Directors.

Article 30. Responsibilities of the committees and each member

The Board of Directors details the responsibilities of the committees and the responsibilities of each member in th resolutions/decisions of the Board of Directors.

CHAPTER VII: ESTABLISHMENT AND OPERATION OF INTERNAL AUDIT COMMITTEE

Article 31. Standards of members of the Internal Audit Committee

In addition to the standards and conditions prescribed by law, Internal auditors of the Internal Audit Committee shall meet the following criteria and conditions:

- a. Having honest qualities and a sense of law observance;
- b. Having an university degree or higher in appropriate disciplines, having adequate and up-to-date knowledge about the fields assigned to perform internal audit;

- c. Having worked under the training major for five (05) years or more or worked at the Company for three (03) years or more, or worked as an accountant, auditor or inspector for three (03) years or more;
- d. Having general knowledge and understanding about the law and operations of the Company;
- e. Having ability to collect, analyze, evaluate and synthesize information and having knowledge, skills on internal audit.

Article 32. Mechanism and composition of the Internal Audit Committee.

- 32.1 The Internal Audit Committee has at least three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors or Non-executive Members of the Board of Directors are majority in the sub-committee and one of these members is appointed as the Head of the Sub-committee according to the decision of the Board of Directors.
- 32.2 Members of the Internal Audit Committee may be assigned to be in charge of one or some specific fields and be responsible for the assigned work. The head of the Internal Auditing Committee assigns tasks to members of the Internal Audit Committee based on the competence, professional experience of each member and the work plan of the Internal Audit Committee.
- 32.3 Head of the Internal Audit Committee is responsible for planning the quarterly and annual activities; implement and supervise the implementation of the plan and shall report to the Board of Directors before and after implementation.

Article 33. Rights and responsibilities of the Internal Audit Committee

- 33.1 Internal Audit Committee is responsible for supervising and controlling all operational fields of the Company and its subsidiaries.
- 33.2 The Internal Audit Committee has the rights and responsibilities in accordance with the law and regulations issued by the Board of Directors.

Article 34. Meetings of the Internal Audit Committee

- 34.1 The Internal Audit Committee conducts meetings or discusses quarterly before the quarterly meetings of the Board of Directors from one (01) to ten (10) days to discuss and approve on the contents to be reported to the Board of Directors. The minimum member of a meeting is two-thirds (2/3) of the members.
- 34.2 Depending on the assigned work, members of the Internal Audit Committee may request a separate meeting with the leaders of the units of the Executive Board. In this case, the member of the Internal Audit Committee shall notify the meeting results to the Head of the Internal Audit Committee for consolidation and monitoring.
- 34.3 Members of the Board of Directors who are under the Internal Audit Committee (if any) do not participate in giving comments on or voting on issues related to the management field that the member is responsible for.
- 34.4 The Internal Audit Committee works according to the voting mechanism by majority. In case an issue has an equal number of votes, the vote with the consent of the Head of the Internal Audit Committee will be the decisive opinion.
- 34.5 The head of the Internal Audit Committee may convene meetings, discuss individually with each member of the sub-committee to discuss specific topics.

- 34.6 Depending on the content, meetings and discussions may be conducted through meeting directly or other means (including via Electronic means).
- 34.7 Depending on the need, the Internal Audit Committee may invite leaders of the relevant units of the Executive Board to attend the meetings.

CHAPTER VIII: SELECTING, APPOINTING AND APPROVING RESIGNATION ENTERPRISE EXECUTIVES

Article 35. Standards of an enterprise executive

35.1 Specific regulations on general criteria include the following contents:

- a. Not to be persons prohibited from holding this position by law, it means: minors, persons who lack of or have limited legal capacity; persons who have been sentenced to imprisonment, persons who are serving imprisonment penalties; armed force staff; state employees and persons who are prohibited from being managers of enterprises or cooperatives under decisions of Competent State Agencies, including the owners of private enterprises and general partners of partnerships, directors (General Directors), chairman and members of the Board of Directors, Board of Members of the enterprise, Chairman, members of the Board of Directors of cooperatives have been declared bankrupt, except for cases where enterprises, cooperatives are declared bankrupt because of force majeure reasons;
- b. Gain the confidence of Shareholders, management levels and employees;
- c. Having honesty, enthusiasm and prestige;
- d. Having appropriate expertise, qualifications and organizational skills, the ability to connect the interests of all stakeholders and make sound decisions;
- e. Having experiments and having good knowledge about economics; politics, law and social issues, as well as market knowledge and trends, products and competitors;
- f. Perform well and fully culture of the Company.

35.2 Standards and conditions of the General Director

- a. Having professional qualifications and practical experience in business administration in the principal business lines of the Company;
- b. Having the university degree level or higher;
- c. Not concurrently acting as a director or general director of any organization/enterprise or managerial positions in other companies (except the Company's subsidiaries);
- d. Having full legal capacity and not being banned from management in enterprises.

35.3 Standards of other Executives

- a. Being a person with professional qualifications in one or more fields of business management of the Company, having the capacity to organize and direct the assigned tasks in the assigned field;
- b. Having university degree or higher;
- c. Having full legal capacity and not being banned from management in enterprises.

Article 36. Appointment of enterprise executives

At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other Executives with the number and criteria consistent with the Company's management mechanism and regulations set by the Board of Directors.

Article 37. Signing labor contracts with the enterprise executive

- 37.1 The remuneration, salaries, benefits and other terms of the labor contract for the General Director are decided by the Board of Directors and the contract with the other Executives is decided by the Board of Directors after consulting the Chairman of the BOD.
- 37.2 The Chairman of the Board of Directors signs labor contracts with the General Director and the General Director signs labor contracts with other executives.

Article 38. Cases of approval resignation the Executive

- 38.1 approval resignation
- a. Due to the needs of mission, transfer, rotation personnel of the Company;
 - b. Termination of labor contracts;
 - c. Retire and have no need to extend/renew the contract;
 - d. Because health is not guaranteed to continue working.
- 38.2 Dismissal
- a. Failing to fulfill tasks or violate internal rules and regulations of the Company;
 - b. Violating the law to the extent of being prosecuted for criminal liability or forced to terminate the labor contract.
- 38.3 The Board of Directors holds a meeting to vote approve the approval resignation and dismissal of executives.
- 38.4 The approval resignation and dismissal will be expressed in writing of the Board of Directors' resolution.

Article 39. Notice of appointment and dismissal of the Executive

The notification of appointment and the approval resignation will be made in accordance with the law on information disclosure (if applicable).

CHAPTER IX: COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL DIRECTOR

Article 40. Participation in the meeting of the Board of Directors of the General Director

- 40.1 The General Director is invited to attend regular meetings of the Board of Directors. Procedures, order for convening, notice of meeting invitation, recording minutes, notice of meeting results of the Board of Directors as prescribed in this Regulation.
- 40.2 In case of necessity and based on the actual situation of the Company, the Chairman of the Board of Directors may hold meetings and consultations between the Board of Directors and the General Director on issues in management and operation of production and business activities of the Company. The meeting and consultation are consultative and reference for the decision of the Board of Directors.

Article 41. Notifying the resolutions of the BOD to the General Director

- 41.1 The Chairman of the Board of Directors is responsible for notifying the Resolution of the Board of Directors to the General Director.
- 41.2 The General Director is responsible for preparing the contents of the meetings of the Board of Directors and the General Meeting of Shareholders within his/her competence and at the request of the Chairman of the Board of Directors.

Article 42. Working relationship between the Board of Directors and the General Director

- 42.1 The Board of Directors, the General Director and other Executives are subject to the supervision of the Independent Member of the Board of Directors and the Internal Audit Committee in accordance with the law, the Company's Charter and shall create favorable conditions for the independent members of the Board of Directors and Internal Audit Committee to perform the task.
- 42.2 The Board of Directors, the Members of the Board of Directors, the General Director and other Executives are responsible for reporting to the Independent Member of the Board of Directors and the Internal Audit Committee issues at the request of the Independent Member of the Board of Directors, the Internal Audit Committee.
- 42.3 Independent Member of the Board of Directors, the Internal Audit Committee shall regularly notify the Board of Directors of the results of performing its functions and duties, consult with the Board of Directors before submitting reports, results and recommendations to the General Meeting of Shareholders.
- 42.4 Independent Member of the Board of Directors, the Internal Audit Committee shall keep notices about the disclosure of the interests of Managers and Executives to supervise their civil economic transactions with related persons as prescribed in the law and the Charter of the Company; prevent the damage that may happen to the Company and Shareholders; receive complaints of Shareholders related to the management and administration of the Company, organize verification to verify complaints and perform the response of Shareholders' complaints in accordance with the law and the Charter of the Company.
- 42.5 The General Director is responsible for reporting and explaining issues within his/her competence at the request of members of the Board of Directors and the Internal Audit Committee at the meeting.
- 42.6 The Board of Directors may suspend or cancel the execution of decisions of the General Director if it deems that it is not in compliance with the law, violates the Company's Charter, resolutions and decisions of the Board of Directors.

Article 43. Cases that the General Director requests to convene a meeting of the Board of Directors

The General Director has the right to request to convene a meeting of the Board of Directors in the cases prescribed by the Company's Charter.

Article 44. Reporting regime of the General Director to the BOD

- 44.1 The General Director is responsible for promptly reporting and getting consultant of the Board of Directors about the arising issues within the deciding competence of the Board of Directors.

44.2 Annually, the General Director submits to the Board of Directors for approval the detailed business plan for the next fiscal year.

Article 45. Estimating the implementation of resolutions and other authorization issues of the Board of Directors for the General Director

Annually, the Board of Directors estimates the implementation of resolutions and other authorization issues of the Board of Directors for the General Director and is recorded in the Board of Directors' operation reports.

Article 46. Provisions on estimation of commendation and discipline for members of the Board of Directors and Executives

The Board of Directors submits the commendation and discipline reports to members of the Board of Directors and the General Director, Executives at the General Meeting of Shareholders for consideration and decision.

CHAPTER X: THE PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 47. Standards of the person in charge of corporate governance

The person in charge of corporate governance shall meet the standards prescribed by laws and the Charter of the Company.

Article 48. Rights and obligations of the person in charge of corporate governance

The person in charge of corporate governance has the following rights and obligations:

a. Advising the Board of Directors in organizing the meetings of the General Meeting of Shareholders in accordance with the regulations and related work between the Company and Shareholders;

b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c. Advising on procedures of meetings;

d. Attending meetings;

e. Advising on the procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

f. Monitoring and reporting to the Board of Directors on the information disclosure activities of the company;

g. Other rights and obligations as prescribed by the Law and the Charter of the Company.

Article 49. Appointment of the person in charge of corporate governance

The Board of Directors appoints at least (01) person in charge of corporate governance to support corporate governance activities effectively. The term of the person in charge of corporate governance is decided by the Board of Directors, a maximum of (05) years and may be reappointed.

Article 50. Cases of The approval resignation the person in charge of corporate governance

The Board of Directors may approve resignation the person in charge of corporate governance but not contrary to the provisions of the applicable law on labor.

Article 51. Notice of appointment and approval resignation of a person in charge of corporate governance

Notify the appointment and approval resignation of the person in charge of corporate governance according to the company's charter and the law on securities.

CHAPTER XIV: IMPLEMENTING PROVISIONS

Article 52. Implementing provisions

This Regulation has been approved by the General Meeting of Shareholders on June 6th, 2020 ("Effective Date"). In the course of implementation, new issues have arisen which deem necessary to amend and supplement the regulations to suit the provisions of law and the actual operation situation of the company, the Board of Directors submits to the General Meeting of Shareholders to review, decide.

Article 53. Effectiveness

- 53.1 This Regulation comes into force from the Effective Date. This Regulation replaces the entire Internal Management Regulation issued by the Board of Directors on December 6th, 2013.
- 53.2 In case of conflicts between the Company's Charter and this Regulation, the Charter will prevail.
- 53.3 Shareholders, members of the Board of Directors, General Director, heads of departments and divisions under the Company are responsible for guiding and organizing the implementation of this Regulation to all officers and workers of the Company.

**ON BEHALF OF THE BOARD OF
DIRECTOR
CHAIRMAN OF BOARD OF DIRECTOR**

(signed & sealed)

Nguyen Duc Tai