



DRAFT

**REGULATION ON
CORPORATE GOVERNANCE
OF AN BINH COMMERCIAL
JOINT STOCK BANK**

4-2021

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**REGULATION ON
OPERATION OF THE BOARD OF DIRECTORS**
(Promulgated by the Decision No: /QĐ-HĐQT.21 dated 2021
of the Board of Directors of An Binh Commercial Joint Stock Bank)

**CHAPTER I:
GENENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

- 1.1. Scope of regulation: The ABBANK's Regulation on corporate governance stipulates the roles, rights and obligations of the General Meeting of Shareholders; the Board of Directors; the Supervisory Board, the General Director; transactions with related persons; reporting and information disclosure; process and procedures for the General Meeting of Shareholders; nomination, election, dismissal and removal member of the Board of Directors, the Supervisory Board, the General Director; and other related issues in accordance with the provisions of the Charter of ABBANK and the provisions of laws.
- 1.2. Subjects of application: This Regulation is applicable to ABBANK's management apparatus; shareholders, managers, executives, and their related persons; and other related unites and individuals.

Article 2. Interpretation of terms

- 2.1. The following terms in this Regulation shall have the meanings set out below, unless otherwise specified in the context:
 - a) *Laws*: means all Codes, Laws, ordinances, decrees, decisions, circulars and other legislations provided in Law on Promulgation of Legal Documents.
 - b) *Law on Credit Institutions*: means the Law on Credit Institutions No. 47/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010 and taking effect on January 01, 2011, which was amended and supplemented in accordance with Law on amendment and supplement to the Law on Credit Institutions No. 17/2017/QH14 adopted by the National Assembly on November 20, 2017 taking effect on January 15, 2018.
 - c) *Law on Enterprises*: means the Law on Enterprises adopted by the National Assembly on June 17, 2020 and taking effect on January 01, 2021.
 - d) *Law on Securities*: means the Law on Securities adopted by the National Assembly on November 26, 2019 and taking effect on January 01, 2021.
 - e) *State Bank of Vietnam or SBV*: means the State Bank of Vietnam.
 - f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.

- g) *Shareholder*: means any individual or organization who owns one or more shares of ABBANK.
- h) *Major Shareholder*: means a shareholder directly or indirectly owning 5 per cent or more of the voting share capital of ABBANK.
- i) *Share Certificate*: means the certificate issued by ABBANK or accounting book entry certifying the ownership over one or more shares of ABBANK.
- j) *Executive of ABBANK*: comprises General Director, Deputy General Directors, member of Executive Board, the Chief Accountant, Directors of Branches and other similar executive positions of ABBANK.
- k) *Manager of ABBANK*: comprises the Chairperson, Deputy Chairperson and members of the Board of Directors; General Director.
- l) *Related person*: means any organization or individual related to another organization or individual (including ABBANK) in one of the following cases:
 - (i) A parent company with its subsidiary company and vice versa; ABBANK with its subsidiary company and vice versa; among subsidiary companies of the same parent company; among subsidiary companies of ABBANK; a manager of ABBANK or member of the Supervisory Board of a parent company or ABBANK, or an individual or organization with power to appoint such person with a subsidiary company and vice versa;
 - (ii) A company or ABBANK with manager or member of the Supervisory Board of such company or ABBANK, or in respect of the company, organization with power to appoint such person and vice versa;
 - (iii) A company or ABBANK with organization or individual owning 5 per cent or more of the charter capital or the voting share capital of the company or ABBANK and vice versa;
 - (iv) An individual with his/her spouse, father, mother, child or sibling;
 - (v) A company or ABBANK with an individual prescribed in sub-point (iv) of this point of a manager, member of the Supervisory Board, capital contributor or shareholder owning 5% or more of the charter capital or voting share capital of such company or ABBANK and vice versa;
 - (vi) An individual authorized to act as representative of an organization or individual prescribed in sub-points from (i) to (v) of this point with the organization or individual who is principal; among individuals authorized to act as representatives of capital contribution portions of a same organization.

- (vii) Any other legal entity or individual with a potentially risky relationship for the operation of ABBANK determined in accordance with the internal rules of ABBANK or pursuant to a written request from the SBV via an inspection or supervision on a case-by-case basis.
- (viii) Other cases stipulated in Clause 23 Article 4 of the Law on Enterprises, Clause 46 Article 4 of the Law on Securities.
- m) *Internal Person*: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, members of Board of Directors; the legal representative; General Director, Deputy General Directors; the Financial Director; *the* Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the head and members of the Supervisory Board; the company secretary, person in charge of corporate governance, persons authorized to disclose information.
- n) *Independent member of the Board of Directors*: means the member of Board of Directors who satisfies the criteria and conditions on independence as stipulated in ABBANK's Charter.
- 2.2. In this Regulation, any reference to one or some regulatory provisions, some articles or one or some specific legal documents shall include also any amendments, modifications or replacements or interpretation (if any) thereof, from time to time. Where due to any changes to the regulatory provisions or any reason that result in the inconsistency of this Regulation with regulatory provisions on a specific matter, then the regulatory provisions shall prevail.
- 2.3. The headings of Chapters, Sections, or Articles of this Regulation are used for convenience only and do not affect its interpretation.
- 2.4. Terms, definitions or expressions which are not defined in this Regulation shall have the meaning prescribed in relevant laws and ABBANK's Charter.

Article 3. Basic principles of corporate governance

- 3.1. Comply with relevant legal regulations and ABBANK's Charter.
- 3.2. Efficient and consistent with good corporate governance practices.
- 3.3. Ensuring the legal rights of shareholders, fair treatment among shareholders.
- 3.4. Prevent conflicts of interest.
- 3.5. Transparency.

CHAPTER II: THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Roles, powers and responsibilities of the General Meeting of Shareholders

- 4.1. The General Meeting of Shareholders, including all shareholders with voting rights, is the highest decision-making body of ABBANK.

- 4.2. The General Meeting of Shareholders of ABBANK has the duties and powers specified in the ABBANK'S Charter.

Article 5. Authority to convene a meeting of the General Meeting of Shareholders

- 5.1. The Board of Directors shall convene the annual meeting of General Meeting of Shareholders within four months from the end of the financial year. Where necessary and at the decision of the Board of Directors, the time for annual meeting of General Meeting of Shareholders may be extended, but may not exceed six months from the end of the financial year.
- 5.2. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders within 60 days upon the receipt of request or from date of occurring the following cases:
- a) The Board of Directors considers such meeting is necessary for the interests of ABBANK;
 - b) The number of the Board of Directors's, members of Supervisory Board is less than the minimum number of members stipulated by the laws and ABBANK's Charter; or the remaining members of the Board of Directors, or Supervisory Board are less than two third (2/3) of the number of members of current term;
 - c) Upon written request by a shareholder or a group of shareholders holding at least 10 per cent of the total ordinary shares of ABBANK for at least consecutive 6 months.
 - d) Upon written request by a shareholder or a group of shareholders holding at least 5 per cent of the total ordinary shares of ABBANK in the cases as specified in ABBANK's Charter. The written request must clearly state the reason and purpose of the meeting, have the signatures of the related shareholders.
 - e) Upon the demand of the Supervisory Board;
 - f) Other matters in accordance with relevant laws.

If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5.3. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in clause 2 of this Article, within thirty (30) days thereafter, the Supervisory Board shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders.

If the Supervisory Board fails to convene a meeting as above stipulated, the Supervisory Board must be responsible before the law and must indemnify for any loss to ABBANK.

- 5.4. Where the Supervisory Board fails to convene a meeting as stipulated in Clause 4 of this Article, within the next 30 (thirty) days thereafter, the shareholder or group of shareholders stipulated in point c Clause 2 of this Article has the right to, in place of Board of Directors, Supervisory Board, convene a meeting of the General Meeting of Shareholders.

In this case, the shareholder or group of shareholders convening the meeting of General

Meeting of Shareholders may request the business registration agency to supervise the sequence and procedure of convening, conducting and issuing the resolution of General Meeting of Shareholders.

- 5.5. The convenor must carry out the following work to hold a meeting of the General Meeting of Shareholders:
- a) To determine the time and venue of the meeting;
 - b) To prepare a list of shareholders entitled to attend the meeting; To provide information and deal with complaints relating to the list of shareholders;
 - c) To prepare the program and agenda of the meeting;
 - d) To prepare documents for the meeting;
 - e) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of members of the Board of Directors or of the Supervisory Board;
 - f) To send the invitation notice of the meeting to every shareholders being entitled to attend the meeting;
 - g) Other works and responsibility serving the meeting in accordance with the laws and ABBANK's Charter.

Article 6. Preparation the list of shareholders for the meeting of the General Meeting of Shareholders.

- 6.1. The convenor of the General Meeting of Shareholders must publish information on the ABBANK website, on the information disclosure system of the State Securities Commission and on the Stock Exchange about the last registration date to have the right to attend the meeting of the General Meeting of Shareholders (date of closing the list of shareholders) at least 20 (twenty) days prior to the expected closing date. At the same time, the convenor of the General Meeting of Shareholders must send a document to the Vietnam Securities Depository announcing the closing of the list of shareholders to prepare the list of shareholders for the meeting.
- 6.2. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
- 6.3. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the register of shareholders of ABBANK. When ABBANK's shares are centrally registered at the Vietnam Securities Depository, the list of shareholders provided by the Vietnam Securities Depository at the closing date is grounded to determine the rights of shareholders related to that meeting of the General Meeting of Shareholders.
- 6.4. Shareholders are entitled to inspect, extract and duplicate the name and contact address of shareholders entitled to attend a meeting of the General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in the list of shareholders entitled to attend a meeting of the General Meeting

of Shareholders.

Article 7. The notice to convene the General Meeting of Shareholders

- 7.1. The notice to convene the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting and be disclosed on the ABBANK website and announcement system information of the State Securities Commission and the Stock Exchange, ensuring the following requirements:
- a) The deadline is not later than 21 days before the opening of the meeting (counting from the date the notice is successfully sent by email or handover to mail services providers or from the date on which information is published);
 - b) The notice is sent to shareholders by a method guaranteed to reach the shareholder contact address (including email address if registered by the shareholders); The contents of the name, address of the head office, and the number of ABBANK are available here; name, registration number of the ownership of the shareholder; time, location of the meeting and other requirements for meeting attendees;
 - c) Clearly state the link to all documents of the General Meeting of Shareholders.
- 7.2. Documents of the General Meeting of Shareholders published on ABBANK's website must be updated with the amended and supplemented contents (if any) and include:
- a) The agenda, documents used in the meeting;
 - b) List and details of candidates in case of election of members of the Board of Directors, member of Supervisory Board ;
 - c) Voting sheet;
 - d) Draft resolution on each issue on the agenda;
 - e) Sample form of appointment of authorized representative to attend the meeting;
- 7.3. The Board of Directors must send a letter inviting the representative of the auditing organization which has audited the annual financial statements of ABBANK to attend the annual General Meeting of Shareholders in the case that the audited annual financial statements of ABBANK has any material exception.

Article 8. Program and agenda of meeting of General Meeting of Shareholders

- 8.1. The convenor of a meeting of the General Meeting of Shareholders must prepare the program and agenda of the meeting.
- 8.2. A shareholder or group of shareholders holding at least 05% (five per cent) of the total ordinary shares of ABBANK may recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to ABBANK no later than 03 (three) business days prior to the date of opening. The recommendation must specify the full name, permanent residential address, nationality and number of citizen identification card, passport or other lawful personal identification in respect of shareholders being individuals; name, enterprise code or

number of establishment decision, head office address in respect of shareholders being organizations, the number of shares of each class of shareholder(s), and the items recommended to be included in the agenda.

- 8.3. If the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation specified in Clause 2 this Article, then no later than 02 (two) business days before the date of opening of the meeting of General Meeting of Shareholders, he/she shall so notify in writing with the reason for refusal. The convenor of a meeting of the General Meeting of Shareholders may refuse the recommendation only in the following cases:
- a) The recommendation is delivered in contravention of provisions of Clause 2 this Article;
 - b) The recommended items do not fall within the decision-making authority of the General Meeting of Shareholders;
 - c) There is not sufficient time to prepare the documentation for, procedure for, or to deal with, the recommended items in accordance with the laws and ABBANK's Charter;
 - d) The recommendation does not have sufficient grounds and necessary evidences or is not for the common benefits of ABBANK.
- 8.4. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in Clause 2 of this Article into the planned program and agenda of the meeting, except in the cases stipulated in Clause 3 of this Article; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so approves.
- 8.5. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the duration applicable to each issue in the agenda for the meeting. For the issues specified at Points a, b and c, Clause 6 this Article that are required to be considered by the annual General Meeting of Shareholders in accordance with the law, that content will be automatically approved, unless 100% of the attending shareholders vote disagree.
- 8.6. The annual meeting of the General Meeting of Shareholders shall discuss and pass the following issues:
- a) Financial statement, business result and annual business plan of ABBANK;
 - b) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each member of the Board of Directors;
 - c) Report of the Supervisory Board on its financial appraisal, regarding business results; operational results of the Board of Directors and General Director, and self-evaluation report on the operation result of the Supervisory Board and its member;
 - d) Amount of dividend payable on each class of share;

Article 9. Attend, authorize and register to attend the General Meeting of Shareholders

- 9.1. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in the following case:
- a) The shareholder being an individual or the representative managing the capital

- contribution of a shareholder being an organization, the legal representative of shareholder being an organization (in case this shareholder being an organization do not assign or assign insufficient authorized representative for whole shares in ABBANK) attends and votes in person at the meeting;
- b) The shareholder authorizes other person or organization to attend and vote at the meeting;
 - c) The shareholder attends and votes via an online conference, or by electronic vote or by other electronic forms;
 - d) The shareholder sends his or her voting slip to the meeting by mail, by fax or email.
- 9.2. A shareholder appointing multiple authorized representatives must specifically determine the number of shares of each representative. If the shareholder being an organization authorizes in writing for the representative managing its capital contribution as stipulated in Article 33 of ABBANK's Charter, this person is automatically the authorized representative to attend and vote at the meeting of General Meeting of Shareholders.
- 9.3. Except the case that the representative managing of the capital of a shareholder being an organization is automatically authorized representative attending and voting at the General Meeting of the Shareholders in accordance with Clause 2 of this Article, the authorization for a representative to attend a meeting of the General Meeting of Shareholders must be made in writing on the form in accordance with the laws and must contain the signature as follows:
- a) A shareholder being an individual is the authorizing party, the power of attorney must have signature of the shareholder and of the individual or the legal representative of the organization being authorized to attend the meeting;
 - b) In case of the representative managing the capital contribution of a shareholder being an organization is the authorizing party, the power of attorney must have the signature of the representative managing the capital of shareholder being an organization and individual or the legal representative of an organization being authorized to attend the meeting.
 - c) A shareholder being an organization without appointment or appointing insufficient representatives managing whole capital contribution at ABBANK, the power of attorney must have signature of the legal representative of the organization and of the individual or the legal representative of the organization being authorized to attend the meeting;
 - d) If an attorney or an organization or individual was authorized on behalf of the authorizing party to sign a written appointment of a representative to attend the meeting, the appointment in this case will be considered effective only if the authorization designation of the representative to be presented together with the power of attorney to the authorized attorney, organization, or individual (if it has not been registered with ABBANK before) in which has the content of sub-authorization/sub-designation.
- 9.4. When registering to attend a meeting of the General Meeting of Shareholders, the person authorized to attend the meeting must present the written power of attorney prior to entering the meeting room.
- 9.5. Except for the case that ABBANK received the notice of one of the following events before the opening of the General Meeting of Shareholders, votes of the authorized person attending the meeting and voting at the meeting of General Meeting of Shareholders within

the scope of authorization are still valid when one of the following occurs:

- a) The authorizing party was dead or restricted or lost the capacity for civil acts;
- b) The authorizing party was suspended the authorization;
- c) The authorizing party has rescinded the authority of the authorized person.

9.6. Register for attending:

- a) Prior to the time of opening of a meeting, shareholders, person authorized to attend the meeting must present at the venue on time as specified in the notice of invitation to carry out the procedure for registration for attending. Time for registration shall be carried out in accordance with the notice of invitation;
- b) The person who registers to attend the meeting, after completing the registration procedures, shall be issued with voting cards and votes slips, voting ballot (if any), including the registration number, names of the shareholder and the number of votes corresponding to the number of shares with voting rights of that shareholder;
- c) When the time for registration is over, if the quorum to hold the meeting has satisfied, the Chairperson can start the meeting to ensure progress, without requirement to wait for presence of all shareholders entitled to attend the meeting;
- d) Shareholders or authorized persons arriving after the open of the meeting are still allowed to register and have the right to participate in voting the issues immediately after registration. In this case, the validity of previously voted matters shall not be affected.

Article 10. Conditions for conducting meeting of General Meeting

- 10.1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50 per cent of the voting shares.
- 10.2. Where a firstly convened meeting is not able to be held due to failure of the quorum stipulated in Clause 1 of this Article, then the meeting must be secondly convened within 30 (thirty) days from the intended date of the firstly convened meeting. The secondly convened meeting of General Meeting of Shareholders shall be conducted if number of attending shareholders accounts for at least 33% of the voting shares;
- 10.3. Where the secondly convened meeting is unable to be held due to failure of quorum stipulated in Clause 2 of this Article, then it may be convened for a third time within 20 (twenty) days from the date of the intended opening of the secondly convened meeting. In this case, a meeting of the General Meeting of Shareholders shall be convened irrespective of the total number of attending shareholders or ratio of voting shares of shareholders attending the meeting.
- 10.4. The organization of a meeting of the shareholders holding preferred shares to approve the change of rights stated in Clause 5 Arrticle 13 of this Regulation is valid only when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 (one third) of the par value of that type of shares. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 (thirty) days and the holders of such shares (regardless of the number of people and number of shares) are present directly or through an authorized representative are considered to be a sufficient number of delegates for the meeting. At the meetings of the shareholders holding preference shares mentioned above, those holding shares of that type who are present in

person or through a representative can request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

Article 11. Chairperson, Secretary and the Vote Counting Committee at the General Meeting of Shareholders

11.1. Chairperson of the meeting:

- a) The Chairperson of the Board of Directors or the member of Board of Directors authorized by the Chairperson shall act as Chairperson of all meetings which are convened by the Board of Directors; if the Chairperson is absent or is not temporarily incapable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting on a majority basis. If they cannot elect a person to act as Chairperson, the head of the Supervisory Board shall preside the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
- b) In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall preside the General Meeting of Shareholders to elect a Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
- c) The Chairperson shall elect more persons who are members of Board of Director, General Director/Deputy General Director to assist the Chairperson in presiding the meeting.

11.2. Secretary of the meeting: The Chairperson shall elect one or more persons to act as secretary of the meeting;

11.3. Vote counting committee: The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the Chairperson of the meeting. The General Meeting of Shareholders may elect one or more persons responsible for monitoring the counting of votes when necessary as proposed by the Chairperson of the meeting.

Article 12. Approval of the General Meeting of Shareholders resolutions

12.1. The General Meeting of Shareholders shall discuss and vote on each issue or group of related issues in the agenda for the meeting.

12.2. For each issue to be voted, shareholders have right to choose one of three options of agree, disagree, and no opinion.

12.3. The results of the voting counts will be announced immediately prior to the closing of the meeting unless otherwise decided by the General Meeting of Shareholders.

12.4. The form of voting is as follows:

- a) For the main issues on the agenda, shareholders vote by writing one of the three voting options: agree, disagree or have no opinion in the vote slips;
- b) For the election of members of the Board of Directors, the Supervisory Board, shareholders vote by ballot using cumulative voting method;

- c) For matters of the meeting formality such as approving the composition of the Vote Counting Committee, voting rules, agenda, minutes of the meeting, and other issues, shareholders vote by raising the voting card or other simple form of voting according to one of the three options: agree, disagree or no opinion.

Article 13. Conditions for a resolutions of the General Meeting of Shareholders to be approved

- 13.1. The General Meeting of Shareholders shall pass decisions which fall within its power by way of voting at a meeting or collecting written opinions except for the case that must be passed by voting at the meeting specified in Clause 2 of this Article.
- 13.2. A resolution of the General Meeting of Shareholders on the following matters must be passed by way of voting at a meeting of the General Meeting of Shareholders:
 - a) Developmental orientation of the company;
 - b) Decision on the number of members of the Board of Directors and Supervisory Board in each term of office; decision to elect, removal, dismiss, elect additional member or replace members of the Board of Directors and Supervisory Board;
 - c) To consider and handle with violations of the Board of Directors or Supervisory Board which cause damage to ABBANK and its shareholders; and
 - d) Decision on restructure, dissolution of, or to request a court to open bankruptcy procedures.
- 13.3. A resolution at the meeting shall be passed in accordance with the following provisions:
 - a) Except cases stipulated in Point b and c, Clause 3 and Clause 5 of this Article, the resolution shall be passed if it is agreed by a number of shareholders representing more than fifty-one (51) per cent of the total number of voting shares of all attending shareholders;
 - b) The resolution in the following cases shall be passed if it is agreed by a number of shareholders representing more than sixty-five (65) per cent of the total number of voting shares of all attending shareholders:
 - (i) Approval on plan of share offering, including the classes of shares and total number of shares of each class to be offered;
 - (ii) Decision on investment, purchase or sale of assets of ABBANK valued equal to or more than twenty (20) per cent of the charter capital of ABBANK recorded in the most recent audited financial statements.
 - (iii) Decision on amendments of and supplement to the Charter of ABBANK;
 - (iv) Decision on restructure, dissolution of, or to request the court to open bankruptcy procedures;
 - (v) Change of lines of business and business sectors;
 - (vi) Change of the organizational and managerial structure of ABBANK.

- c) Voting to elect members of the Board of Directors and of the Supervisory Board must be implemented by the method of cumulative voting, whereby each shareholder shall have total number of votes corresponding to the total number of voting shares it owns multiplied by the number of members to be elected to the Board of Directors and the Supervisory Board, and each shareholder has the right to accumulate all or part of its total votes for one or more candidates. Persons who are elected as members of the Board of Directors or the Supervisory Board shall be determined on the basis of a descending votecount, starting with the candidate with the highest number of votes until the number of members of Board of Directors or the Supervisory Board suffices. If there are two or more candidates who obtain the same number of votes for being elected as the last member of the Board of Directors and the Supervisory Board, such member shall be re-elected amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election approved by the General Meeting of Shareholders.
- 13.4. The resolutions approved at the meeting of the General Meeting of Shareholders by the shareholders attending the meeting in person or by proxy accounting for 100% (one hundred per cent) of the total voting shares shall be valid and effective even if the sequence and procedures for convening the meeting, agenda and program of the meeting or formality conducting the meeting fails to be implemented in accordance with the laws and ABBANK's Charter.
- 13.5. Resolution of the General Meeting of Shareholders changing or canceling special rights associated with a type of preference shares is effective when shareholders represent 65% (sixty five per cent) or more of the total number of votes of all shares attending the meeting agreed. In case the content of the Resolution of the General Meeting of Shareholders changes in the direction of detrimental to the rights and obligations of the preference shareholders, it shall only be approved if at least 75 % (seventy-five per cent) of the total number of preferred shares of that type attending the meeting approved.

Article 14. Minutes of meeting of General Meeting of Shareholders

- 14.1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must contain the following main details:
- a) Name, head office address, and enterprise code of ABBANK;
 - b) Time and venue of the meeting of General Meeting of Shareholders;
 - c) Program and agenda of the meeting;
 - d) Full name of Chairperson and secretary;
 - e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each matter set out in the meeting agenda;
 - f) Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;

- g) Total number of votes for each issue voted on, which specify the method of voting, the number of valid or invalid votes, the number of votes in favor of, against, and abstentions an issue; and the corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Matters which were passed and corresponding percentage of affirmative votes of such passing;
- i) Full name and signatures of the Chairperson and secretary.

In the case that the Chairperson or secretary refuses to sign the meeting minutes, this minute shall be effective if signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. Minutes of the meeting shall clearly state that the Chairperson, secretary refused to sign the meeting minutes.

- 14.2. Minutes must be prepared in Vietnamese and could also be in a foreign language. In the case of any difference in the contents of the minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail.
- 14.3. The minutes of a meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.
- 14.4. The Chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.

Article 15. Disclosure of resolutions and ways to oppose resolutions of the General Meeting of Shareholders

- 15.1. Minutes of the meeting, resolutions of the General Meeting of Shareholders must be sent to SBV and shareholders of ABBANK within 15 (fifteen) days from the closing date of the meeting. The sending of meeting minutes and resolutions to shareholders can be replaced by posting on the ABBANK website.
- 15.2. The minutes of the meeting and resolutions of the General Meeting of Shareholders must be disclosed within 24 hours from the time the minutes or resolutions are adopted.
- 15.3. Within 90 (ninety) days from the date of receipt of the resolution or minutes of meeting of the General Meeting of Shareholders or minutes of vote counting results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders owning 5% (five percent) of the total number of common shares or more has the right to request the Court or Arbitration to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:
 - a) The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the Charter of ABBANK and the current Law on Enterprises, unless such resolution has been passed equal to 100% of the total number of shares. share with voting rights;
 - b) The content of the resolution violates the law or the Charter of ABBANK.

Article 16. Report of the Board of Directors at the Annual General Meeting of Shareholders

Report of the Board of Directors submitted to the Annual General Meeting of Shareholders must be completed and published 21 days prior to the opening date of the meeting and must contain the following contents:

- 16.1. Evaluation of the business results, the management, and the supervision of executive of General Director and other executives of ABBANK; results of implementing the General Meeting of Shareholders resolutions.

If the previous resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is any change to the content under the deciding competence of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders for approval before implementation.

- 16.2. Audited financial statements.
- 16.3. Summarize the meetings and activities of the Board of Directors and resolutions, decisions of the Board of Directors; activities of the Board of Directors Committees; activities of independent members of the Board of Directors and evaluation results of independent members of the Board of Directors on the activities of the Board of Directors (when ABBANK was a listed company).
- 16.4. Report on transactions between ABBANK, its subsidiaries, and companies with over 50% or more of the charter capital held by ABBANK with members of the Board of Directors and related persons of that member; transactions between ABBANK and companies in which a member of the Board of Directors is a founding member or manager of an enterprise during the last 3 years prior to the transaction.
- 16.5. Remuneration, operating expenses and other benefits of the Board of Directors and members of the Board of Directors in accordance with the provisions of laws and the ABBANK's Charter;
- 16.6. Future plans.
- 16.7. Other contents in accordance with legal regulations, ABBANK's Charter and this Regulation.

Article 17. Report of the Supervisory Board at the Annual General Meeting of Shareholders

Report of the Supervisory Board submitted to the Annual General Meeting of Shareholders must be completed and published 21 days prior to the opening date of the meeting, ensuring the following contents:

- 17.1. Summarize the Supervisory Board's meetings and conclusions and recommendations;
- 17.2. The results of supervision ABBANK's financial and operation.
- 17.3. The results of supervision the Board of Directors, General Director and other executives of ABBANK.

- 17.4. Results of the evaluation of the coordination between the Supervisory Board and the Board of Directors, General Director and shareholders.
- 17.5. Synthesize credit extension transactions for entities restricted to credit as prescribed in Clause 1 Article 127 of the Law on credit institutions.
- 17.6. Evaluation of transactions between ABBANK, subsidiaries, and companies with over 50% or more of the charter capital controlled by ABBANK with members of the Board of Directors, General Director, other executives of ABBANK and other related persons of that object; Transactions between ABBANK and companies in which ABBANK's members of the Board of Directors, General Director, other executives were founders or managers of the enterprise during the last 03 years prior to the transaction. .
- 17.7. Remuneration, operating expenses and other benefits of the Supervisory Board and members of the Supervisory Board in accordance with the provisions of laws and the ABBANK's Charter;
- 17.8. Proposing the selection of an independent auditing organization to audit the financial statements of ABBANK (except for the case that the annual meeting of the General Meeting of Shareholders is extended after 04 (four) months from the date of the end of the fiscal year, the selection of an independent audit organization is decided by the Board of Directors in accordance with ABBANK's Charter.

Article 18. Report of the General Director at the Annual General Meeting of Shareholders

The General Director is responsible for completing the annual report on business operations of ABBANK for publication at least 21 (twenty one) days before the annual General Meeting of Shareholders. The report of the General Director must include the following contents:

- 18.1. Evaluation of business results of the past year, including indicators of scale, efficiency, profitability and financial safety indicators; risk management, with comparison with planned targets and required development orientations approved by the General Meeting of Shareholders, the Board of Directors and compared with the performance results of the previous period;
- 18.2. Business plans and solutions, action plans to achieve the planned objectives and to overcome shortcomings and difficulties to improve the operational efficiency of ABBANK.

Article 19. Meetings of the General Meeting of Shareholders in the form of online meeting and electronic voting

- 19.1. Annual or extraordinary General Meeting of Shareholders can be held in the form of online meeting and electronic voting or a combination of face-to-face meetings at many different locations and in the form of online meeting and electronic voting (shortly, online meeting and electronic voting) in the case of compliance with the requests from competent authorities for disease prevention or in other special circumstances.
- 19.2. Conducting the General Meeting of Shareholders in the form of online meeting and electronic voting is based on the following principles:

- a) The registration, participation in online meeting and electronic voting of shareholders must be authenticated through appropriate methods and application software;
 - b) If the application software system used to organize online meetings, electronic voting identifies and verifies a shareholder log-in information, such shareholder will be considered truly to attend that online meeting and electronic voting.
 - c) Shareholders prepare their own personal computer / mobile device, internet connection to register, attend online meetings and electronic voting;
 - d) Each shareholder attending the online meeting can hear another participant speak during the meeting and can speak with all other attendees simultaneously;
 - e) Venue and time of the online meeting is determined to be the place and time where the Chairperson of the meeting is present but must be in the territory of Vietnam.
 - f) Shareholders' votes cast an electronic ballot that is automatically counted and summarized by the application system; at the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.
 - g) Decisions passed in online meetings, in the form of electronic voting in accordance with this Clause, are effective and valid as decisions passed at regular face-to-face meetings.
 - h) The right to attend the meeting of shareholders, the preparation of the list of shareholders for the meeting, agenda, documents, notice of convention, conditions for conducting the meeting, method of conducting the meeting and approval of voting, meeting minutes of the General Meeting of Shareholders and other related issues for the online meeting apply the similar as the rules for the regular meeting.
 - i) The electronic voting is automatically counted and summarized by the application; at the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.
- 19.3. The Board of Directors decides to choose the application solution for the online meeting and electronic voting of General Meeting of Shareholders and publishes the instructions on registration and attendance of the meeting on ABBANK's website at the same time announcing the notice convening the General Meeting of Shareholders.

Article 20. Collecting shareholders' written opinions to approve decision of General Meeting of Shareholder

- 20.1. Other than the circumstances that are compulsorily approved by voting at the meeting of General Meeting of Shareholder as specified in Clause 2 Article 13 of this Regulation, the Board of Directors has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders at any time where is deemed necessary for the interests of ABBANK.
- 20.2. The Board of Directors must ensure to disclose information on closing the list of shareholders to obtain opinions at least 10 days before the closing date, and send a written notice of closing the list of shareholders to the Vietnam Securities Depository to prepare the list of shareholders, prepare opinion paper, draft resolutions of the General Meeting of Shareholders, support documents and send them to shareholders' contacts, and post them

on the ABBANK's website at least 10 days before the deadline for shareholders to submit their voting.

20.3. The written opinion form must contain the following basic details:

- a) Name, head office address and enterprise code of ABBANK;
- b) Purpose of collecting written opinions;
- c) Full name, contact address, nationality and number of citizen identification card, passport or other lawful personal identification in respect of a shareholder being an individual; and the name, enterprise code or number of the establishment decision, and head office address of a shareholder being an organization or the full name, permanent address, nationality and number of citizen identification card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; and the number of shares of each class and number of votes of the shareholder;
- d) Issues which are sought the opinions in order to pass a decision;
- e) Voting options comprising agreement, non-agreement or abstention;
- f) Time-limit within which the completed written opinion form must be returned to ABBANK;
- g) Full name and signature of the Chairperson of the Board of Directors.

20.4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization.

20.5. The shareholders may return their written opinion form to the Company by post, fax, or e-mail in accordance with the following regulations:

- a) In case of mailing, the opinion form must be contained in a sealed envelope and no one is allowed to open it before counting votes;
- b) In case of fax or email, written opinion form sent to ABBANK must be kept confidential until the time of vote counting;
- c) The written opinion forms sent to ABBANK after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email is invalid. The opinion form which is not returned is considered as a non-voting vote;

20.6. The Board of Directors shall conduct the vote-counting and then prepare minutes of the vote counting in the presence of the Supervisory Board or of a shareholder not holding a managerial position in ABBANK. The minutes of vote-counting shall contain the following basic details:

- a) Name, head office address and enterprise code of ABBANK;
- b) Purpose of collection of written opinions and issues which are sought opinion in order to pass the resolution;
- c) Number of shareholders with total number of votes having participated in the vote,

classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;

- d) Total number of votes in favor of, against and abstentions on each issue voted on;
 - e) Issues which have been passed and the corresponding voting ratio;
 - f) Full name and signature of the Chairperson of the Board of Directors and of the person who supervised the vote-counting and the vote counter.
- 20.7. The members of the Board of Directors and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.
- 20.8. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed if that reaches the affirmative votes threshold to pass such resolution at a meeting. A decision passed by way of collecting written opinions of shareholders has the same value as a decision passed at the meeting of the General Meeting of Shareholders.
- 20.9. Within 15 days from the end of the vote counting, all resolutions and decisions must be sent to the SBV and ABBANK shareholders and disclosed information in accordance with current legal regulations. The sending of resolutions and minutes of counting of votes for the General Meeting of Shareholders to shareholders can be replaced by posting on the ABBANK's website.
- 20.10. The collection of shareholders' opinions can be done in the form of electronic voting by the Board of Directors' decisions according to the following provisions:
- a) Ensuring the principles specified at points a, b, c, f, g, h Clause 2, Article 19 of this Regulation;
 - b) Ensure similar requests for shareholders' written opinions as prescribed in Clauses 1, 2, 3, 6, 7, 8 and 9 of this Article;
 - c) The collection of shareholders' opinions by means of electronic voting as prescribed in this Clause is as valid as collecting written opinions of shareholders. Resolutions of the General Meeting of Shareholders passed in the form of electronic voting is as valid as passed at the meeting of the General Meeting of Shareholders.
 - d) The Board of Directors publishes on the website of ABBANK instruction and guideline the implementation of electronic voting at the same time of announcement of collection of shareholders' opinions.

Article 21. Expenses related to meeting of General Meeting of Shareholders

The expenses necessary to convene and conduct the General Meeting of Shareholders, to collect shareholders' opinion shall be paid by ABBANK and included in the operational cost of ABBANK in accordance with the law. When attending the General Meeting of Shareholders, providing vote in collecting shareholders's opinion, shareholders must bear all costs incurred, including expenses for accommodation, travel, personal computer equipment. internet connection.

CHAPTER III: THE BOARD OF DIRECTORS

Article 22. Roles and duties of the Board of Directors

- 22.1. The Board of Directors is the governing body of ABBANK, has full authority in the name of ABBANK to decide and perform the rights and obligations of ABBANK, except for matters falling under the authority of the General Meeting of Shareholders; ensuring that ABBANK's operations comply with the laws, the Charter and internal regulations of ABBANK.
- 22.2. The specific powers and duties of the Board of Directors comply with the provisions of the Charter of ABBANK and the following responsibilities:
- a) To be responsible to shareholders for the operations of ABBANK;
 - b) Treat all shareholders equally and respect the interests of persons with interests related to ABBANK;
 - c) Ensuring the compliance of ABBANK's operations with the provisions of law, the Charter and internal regulations;
 - d) Monitoring and preventing conflicts of interest of members of the Board of Directors, members of the Supervisory Board, General Director and other managers, including misuse and abuse related party transactions.

Article 23. Nomination candidates, election, removal and dismissal of members of the Board of Directors

- 23.1. The number, composition and term of members of the Board of Directors comply with the ABBANK's Charter and the Regulation on Operation of the Board of Directors.
- 23.2. Membership of the Board of Directors
- a) Members of the Board of Directors must meet the criteria and conditions prescribed by the Law on Credit Institutions, the Law on Securities, Law on Enterprises and ABBANK's Charter.
 - b) The Chairperson of the Board of Directors does not concurrently hold the position of General Director of ABBANK.
 - c) A member of the Board of Directors of ABBANK may concurrently be a member of the Board of Directors at a maximum of 05 other companies.
- 23.3. The nomination, election, disqualification, dismissal, and removal of members of the Board of Directors comply with the ABBANK's Charter and the Regulation on Operation of the Board of Directors.

Article 24. Meetings and collecting opinions to pass decisions of the Board of Directors

- 24.1. Process and procedures for holding meetings, form of meetings of the Board of Directors, eligibility for the meeting to be conducted, meeting minutes, methods of attending meetings of members of the Board of Directors and other issues In relation to the meeting of the Board of Directors, comply with the provisions of the Board of Directors' Regulations.

- 24.2. The Chairperson of the Board of Directors decides on collecting written opinions of members of the Board of Directors, via email (email) or by other means to pass decisions of the Board of Directors according to the provisions of the Regulations on Operation of the Board of Directors.

Article 25. The Standing Board of Directors

The Board of Directors may have a Standing Board of Directors when necessary in order to meet the management and operation requirements of ABBANK in each period according to the specific provisions in the Operation Regulation of the Board of Directors.

Article 26. The Board of Directors Committees

The Board of Directors must set up committees according to the provisions of the Law on Credit Institutions and the guiding legal documents; and other committees depending on the working requirements and the actual situation at ABBANK to advise, make recommendations and assist the Board of Directors in monitoring, evaluating and implementing the Board of Directors's roles, responsibilities and authorities in specific areas of corporate governance. The establishment of committees of the Board of Directors is specified in the Regulation on Operation of the Board of Directors.

Article 27. Company secretary and persons in charge of corporate governance

- 27.1. If considered necessary, the Board of Directors shall appoint a company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises to support the Board of Directors and Chairperson of the Board of Directors to perform the obligations within its competence as prescribed by the laws and ABBANK's Charter. The company secretary has the following rights and obligations:
- a) To assist to convene the meetings of the General Meeting of Shareholders or of the Board of Directors; to record the minutes of meetings;
 - b) To assist members of the Board of Directors to exercise the assigned rights and perform the assigned obligations;
 - c) To assist the Board of Directors to apply and exercise the assigned rights and perform the assigned obligations;
 - d) To assist the company to build up the relationship with the shareholders and protect the legitimate rights and interests of the shareholders;
 - e) To assist the company to properly comply with the obligations to provide and disclose information and comply with administrative procedures.
 - f) Other rights and obligations as stipulated in ABBANK's Charter.
- 27.2. The Board of Directors shall appoint at least 01 (one) person to act as the person in charge of corporate governance of ABBANK. The person in charge of corporate governance can concurrently act as the company secretary. The person in charge of corporate governance cannot concurrently work for an independent audit company that is auditing the financial

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

- a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant works between ABBANK and shareholders;
 - b) To prepare meetings of the Board of Directors, of Supervisory Board and of the General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
 - c) To advise on meeting procedures;
 - d) To attend all meetings;
 - e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the laws;
 - f) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Supervisory Board;
 - g) To oversee and report to the Board of Directors on activities of disclosure of information by ABBANK;
 - h) Be the liaison point with related parties;
 - i) To maintain confidentiality of information in accordance with law and ABBANK's Charter;
 - j) Other rights and obligations as stipulated by law and ABBANK's Charter.
- 27.3. The procedures and process for the appointment and dismissal of the company secretary and the person in charge of corporate governance comply with ABBANK's internal regulations promulgated by the Board of Directors from time to time.

CHAPTER IV: SUPERVISORY BOARD

Article 28. Supervisory Board

- 28.1. The Supervisory Board supervises ABBANK's operations in order to accurately assess ABBANK's business operations and financial situation. The Supervisory Board performs internal audit, supervise and assesses compliance with laws, the ABBANK's Charter, internal regulations, and resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.
- 28.2. The Supervisory Board, a member of the Supervisory Board fully performs the duties, powers and responsibilities in accordance with ABBANK's Charter and laws.
- 28.3. The Supervisory Board of ABBANK shall have a minimum of 03 (three) members and maximum of 05 (five) members, in which at least 1/2 (one-half) of the total number of members shall be full-time members, without concurrently holding other positions or doing other jobs in ABBANK or other enterprises. Members of the Supervisory Board

- shall elect one of them to be the head of the Supervisory Board. A full-time member of the Supervisory Board is the member of the Supervisory Board who works permanently during the interval time between meeting sessions of the Supervisory Board and undertake responsibility on one or a number of tasks assigned by the Supervisory Board.
- 28.4. The term of the Supervisory Board shall be 05 (five) years. The term of members of the Supervisory Board shall be the same to the term of the Supervisory Board. Members of the Supervisory Board may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional member or of a replacement for members whose status was automatically lost or who was removed or dismissed during his or her term of office, shall be the remaining period of the term of office. At the end of a term of office, the current Supervisory Board shall continue its activities until the Supervisory Board of the new term takes over the works.
- 28.5. If the number of members of the Supervisory Board is less than $\frac{2}{3}$ (two-third) of the number as required by General Meeting of Shareholders or if the number is less than the minimum required by laws, then ABBANK shall, within 60 (sixty) days from the date the number become so insufficient, supplement sufficient members of the Supervisory Board in accordance with the laws.
- 28.6. Standards and conditions for members of the Supervisory Board are in accordance with the provisions of laws and ABBANK's Charter.
- 28.7. The nomination of members of the Supervisory Board; election members of the Supervisory Board; dismissal and removal of members of the Supervisory Board shall comply with the provisions of the ABBANK's Charter and Regulations on Operation of the Supervisory Board.
- 28.8. ABBANK must notify in writing to the State Bank the list of members of the Supervisory Board to be elected, exempted, removed from office, and naturally disqualified within 10 (ten) working days from the date of election, dismissal, removal, determination of the automatic loss of smembership of the Supervisory Board; at the same time, fulfill the obligation to disclose information according to the provisions of law within 24 hours from the time of arising of the above mentioned events.

CHAPTER V: GENERAL DIRECTOR

Article 29. General Director

- 29.1. The General Director is the Chief Executive Officer of ABBANK. The General Director is responsible before the Board of Directors and the laws for the daily operations of ABBANK.
- 29.2. The General Director performs powers and duties in accordance with the provisions of laws and the ABBANK's Charter. The General Director must manage the operations of ABBANK in accordance with the provisions of laws, the ABBANK's Charter, the contract, agreement and commitment signed with ABBANK and decisions of the General Meeting of Shareholders, the Board of Directors. If doing in contravention of the provisions of the laws and the ABBANK's Charter, causing damage to ABBANK, the General Director must compensate for the damage caused by his fault to ABBANK.
- 29.3. The term of the General Director is decided by the Board of Directors but not exceeding 05

- years. The General Director can be re-appointed by the Board of Directors with an unlimited number of terms. The procedures, application for re-appointment, re-appointment, salary and benefit for the General Director comply with the laws and ABBANK's internal regulations.
- 29.4. ABBANK must notify in writing to the SBV the appointment, dismissal, removal, automatic loss of status of the General Director within 10 (ten) working days from the date of arising events; at the same time, fulfill the obligation to disclose information according to the provisions of laws within 24 hours from the time of arising of the aforementioned events.
 - 29.5. The Board of Directors decides to appoint, dismiss and ensure the disclosure of information on the appointment and dismissal of the Deputy General Director, Chief Accountant, and other executives of ABBANK in accordance with the laws, ABBANK's Charter and internal regulations.
 - 29.6. The Chairperson of the Board of Directors or the Vice Chairperson /other member of the Board of Directors under authorization of the the Chairperson on behalf of the Board of Directors signs the decisions to appoint and dismiss the General Director, Deputy General Director, and other positiona in management and executive levels according to the internal regulations issued by the Board of Directors; representing ABBANK to sign labor contracts with the General Director, Deputy General Director, Chief Accountant of ABBANK and other positions under the authority of the Board of Directors.
 - 29.7. The Chairperson of the Board of Directors or the person authorized by the Chairperson of the Board of Directors to represent ABBANK signs the labor contract with the employees according to the internal regulations of ABBANK from time to time.
 - 29.8. The General Director, Deputy General Director, Chief Accountant, and other executives of ABBANK, after being automatically disqualified, dismissed or dismissed, are still responsible for their decisions during the period. time to assume the position.

**CHAPTER VI:
COORDINATION BETWEEN THE BOARD OF DIRECTORS,
THE SUPERVISORY BOARD AND THE BOARD OF MANAGEMENT**

Article 30. Working relationship between the Board of Directors and the Executives

- 30.1. Relationships with competent agencies, relevant organizations, partners, client, the press and other external organizations are as follows:
 - a) Depending on the content and nature of the works, on the basis of the needs of the agency, organization or partner and in accordance with the functions and duties and copying the provisions of the ABBANK's Charter, the Chairperson of the Board of Directors or the General Director is the representative on behalf of ABBANK in meetings or events with leaders of competent agencies, relevant departments, business partners, public media, clients. The Chairperson of the Board of Directors, the General Director may authorize another member of the Board of Directors or member of the Board of Management to implement above tasks. If authorized by the Chairperson of the Board of Directors, General Director, after attending, the authorized person must report back to the Chairperson, the General Director. The meeting with the press and information disclosure to the outside complied with ABBANK's Regulation and Information Disclosure issued from time to time.

- b) At important meetings or receptions, the chairperson decides other members to attend on the principle of ensuring good coordination between tasks of governance by the Board of Directors and tasks of management by the General Director and inter-units good coordination, including related managerial, supervising and executive positions.
- c) Relevant units and individuals are responsible for preparing content, documents and other fairly necessary conditions for the meeting or receiving the guests as directed by the host and relevant internal regulations of ABBANK.

30.2. Working relations in the implementation of assigned tasks are performed as follows:

- a) At the meetings of the Board of Directors, the Chairperson of the Board of Directors / the chairperson of the meeting shall base on the content of the meeting to decide to invite the General Director, the Deputy General Directors or other Executives to take charge of the relevant matters to attend the meeting to present, explain and give opinions at the request of the Board of Directors.
- b) For the following meetings held by the Board of Management, the General Director is responsible for inviting the Standing Board of Directors and / or members of the Board of Directors to attend the meeting and send meeting minutes to the Standing Board of Directors and such BOD members::
 - Regular business briefings;
 - The meeting related to important issues related to orientations and directions from the Board of Directors:
 - Regarding the responsibilities and authority of the General Meeting of Shareholders, the Board of Directors, the Board of Directors Committees;
 - Relating to Shareholders, shares; share offering, convertible bonds, increase or decrease charter capital; dividend;
 - Regarding the legal rights and interests, responsibilities and actions of ABBANK in disputes, events, incidents, risks;
 - Regarding the recruitment, appointment, dismissal, removal, transfer and review of the responsibilities of ABBANK's executives;
 - Public communication crisis handling;
 - Other issues at the request of the Chairperson of the Board of Directors or the General Director deems necessary.
- c) The General Director reports periodically at least on a quarterly basis on the business results and operations of ABBANK to the Board of Directors. The content of the report includes indicators of scale, efficiency, profitability, financial safety indicators, risk management, results of the implementation of the directions of the Board of Directors / Chairperson of the Board of Directors and other contents as requested by the Chairperson of the Board of Directors, compared with the assigned targets and plans and compared with the performance results of the previous period.
- d) The General Director is responsible for reporting to the Board of Directors and the General Meeting of Shareholders on the performance of tasks, powers and assigned financial and business targets. The General Director is assessed on the results and

effectiveness performance in accordance with ABBANK's internal regulations issued by the Board of Directors on staff management, performance assessment, rotation and re-appointment.

- e) In addition to the periodic reports, the General Director, Deputy General Director, other executives must make direct reports or provide information, documents and explanations at the request of the Board of Directors, Chairperson or member of Board of Directors, the Board of Directors Committee according to the assigned functions and duties.
 - f) The General Director, Deputy General Director, other executives are responsible for providing honest, complete, punctuality and enforcing the request to access information in the most convenient and fastest way for the Board of Directors.
 - g) In case of detection of risks that could greatly affect the reputation or business operations of ABBANK or other necessary matters, the General Director, Deputy General Director and other Executives should report immediately to the Standing Board of Directors.
- 30.3. The Board of Directors appoints a functional unit to advise and assist the Board of Directors in ensuring the working relationship between the Board of Directors and the General Director according to this Regulation. Documents submitted to the Board of Directors, Chairperson of the Board of Directors must be done through the focal point for centralized monitoring, coordinating review, making recommendation and exchanging information.

Article 31. Working relationship between the Board of Directors and the Supervisory Board

- 31.1. The Chairperson of the Board of Directors ensures that the Supervisory Board is invited to attend regular or extraordinary meetings of the Board of Directors.
- 31.2. The Board of Directors provides information, documents, resolutions, decisions and meeting minutes of the Board of Directors to the Supervisory Board to perform the duties of the Supervisory Board in accordance with the provisions of the ABBANK's Charter.
- 31.3. The Board of Directors shall coordinate with the Supervisory Board, the internal audit department in the internal audit on supervision of senior managers of the Board of Directors; implementation the recommendations of the Supervisory Board in the internal audit report (if any) to the Board of Directors and notify the Supervisory Board of the results of the implementation of the recommendations.
- 31.4. The Board of Directors appoints a functional unit to advise and act as a focal point to help the Board of Directors ensure the working relationship between the Board of Directors and the Supervisory Board.

Article 32. Coordination of activities between the Supervisory Board and the Executives

- 32.1. The General Director, other executives, when chairing the meeting, must invite the Head of the Supervisory Board or a member of the Supervisory Board to attend regular business briefings, meetings related to risk handling, financial safety, financial monitoring, audit activities, internal control, meetings related to important contents with the orientation and direction from the Board of Directors; and meetings relate to other issues at the request of

- the Head of Supervisory Board or General Director, other executives deem necessary.
- 32.2. The General Director co-sends to the Supervisory Board the periodic reports of the General Director to the Board of Directors.
- 32.3. The General Director, other executives shall directly report or provide information related to the work they are in charge of to the Supervisory Board; creating favorable conditions for the Supervisory Board to access information and reports, for the purpose of performing the duties and responsibilities of the Supervisory Board in accordance with ABBANK's Charter.
- 32.4. In case of detecting a risk that can greatly affect ABBANK, the General Director and other executives should immediately report to the Supervisory Board and the Board of Directors.
- 32.5. The General Director shall coordinate with the Supervisory Board, the internal audit department in the internal audit on the supervision of the senior management over the General Director; receive internal reports on internal audit and other evaluation reports; organize the implementation of recommendations of the Supervisory Board to the General Director and report to the Supervisory Board on the implementation results of those recommendations.
- 32.6. The General Director appoints a functional unit to advise and contact the General Director to ensure the working relationship between the General Director and the Supervisory Board according to this Regulation. Documents submitted to the to the General Director must be done through the focal point for centralized monitoring, coordinating review, making recommendation, and exchanging information.

**CHAPTER VII:
ASSESSMENT OF BOARD OF DIRECTORS AND
SUPERVISORY BOARD OPERATION AND THE EXECUTIVES' PERFORMANCE**

Article 33. Assessment of the performance of members of the Board of Directors, members of the Supervisory Board and Executives

- 33.1. Depending on the decision of the Board of Directors, the assessment of the performance of members of the Board of Directors, the Supervisory Board, members of the Board of Management and other Executives may be conducted according to one or several the following method:
- a) The individual's self-assessment combined with the supervisors;
 - b) Assessment performance periodically every 06 (six) months / annually, according to the appointment term (at the end of the appointment / re-appointment period) or another term according to ABBANK's internal regulations;
 - c) Collecting opinion on performance and cooperation capacity assessments;
 - d) Other methods provided by the Board of Directors from time to time.
- 33.2. The Chairperson of the Board of Directors organizes assessment the performance of the members of the Board of Directors, General Directors and the positions appointed by the Board of Directors.
- 33.3. The Head of the Supervisory Board organizes assessment the performance of the members of the Control Board and other positions appointed by the Supervisory Board.

- 33.4. The General Director organizes assessment the performance of positions appointed by the General Director and the title appointed by the Board of Directors but assigned to the General Director for evaluation (if any).
- 33.5. The detail assessment process is carried out in accordance with ABBANK's internal regulations issued by the Board of Directors and the Supervisory Board.

**CHAPTER VIII:
ORGANISING THE IMPLEMENTATION**

Article 34. Entry into force and implementation

- 34.1. This Regulation takes effect from the date it is promulgated.
- 34.2. Issues which have not been mentioned in this Regulation shall comply with the provisions of the ABBANK's Charter and relevant laws. In case of any discrepancy between the mandatory provisions of the ABBANK's Charter, the laws and the provisions of this Regulation on a specific matter, such relevant provisions of the ABBANK's Charter and laws shall prevail.

Article 35. Amendment and supplementation of the Regulation

The amendment and supplement of this Regulation shall be promulgated by the Board of Directors to ensure compliance with legal regulations, in accordance with the actual situation and not contrary to ABBANK's Charter.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

Dao Manh Khang