

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Liberty – Happiness**

*Hanoi, April, 8 2021*

**PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS**  
**Regarding the promulgation of the Regulation on the operation of Supervisory Board**  
**of ABBANK**

**To: The General Meeting of Shareholders of An Binh Commercial Joint Stock Bank**

**I. REQUIREMENTS FOR PROMULGATION**

1. On December 31, 2020 the Government's Decree No. 155/2020 / ND-CP detailed the implementation of a number of articles of the Law on Securities 2019 with provisions related to the drafting and promulgation of the Regulation on the operation of the Supervisory Board in public companies, in particular:
  - a) Clause 6 Article 288 defines the responsibilities of the Board of Directors, including the task of *“Developing the Regulation on the operation of the Supervisory Board and submitting to the General Meeting of Shareholders for approval. The Minister of Finance shall provide guidance on the model of the Control Board's Operation Regulation so that the public company can refer to and build up the Regulation on the operation of the Supervisory Board”*.
  - b) Clause 20, Article 210 states: *“The public company is responsible for building the company's charter, regulation on Internal corporate governance, regulation on the operation of the Board of Directors, regulation on the operation of Supervisory Board according to the provisions of the Law on Enterprises No. 59/2020 / QH14, Securities Law No. 54/2019 / QH14, this Decree and relevant legal documents, submit to the General Meeting of Shareholders for approval at the meeting nearest from the effective date of this Decree ”*.

2. On the same date December 31, 2020, the Ministry of Finance issued Circular No. 116/2020/TT-BTC providing the model of the Regulation on Operation of the Supervisory Board of public companies.

Therefore, the Supervisory Board submits to the General Meeting of Shareholders a draft of the Regulation on the operation of the Supervisory Board.

## **II. STRUCTURE AND CONTENTS OF THE DRAFT REGULATION**

1. Structure of the Draft Regulation is structured with 7 chapters with a total of 30 articles:

Chapter I: General provisions (from Article 1 to Article 5): Regulating the scope of regulation, subject of application, explanation of words and operating principles of the Supervisory Board.

Chapter II: Members of the Supervisory Board (from Article 4 to Article 15): Regulations on rights and obligations of members of the Supervisory Board, term and number of members of the Supervisory Board; Standards and conditions of the members of the Supervisory Board; Supervisory Board; Removal, dismissal, replacement and addition of members of the Supervisory Board; Methods of election and announcement of the election, dismissal and removal of members of the Supervisory Board.

Chapter III: Supervisory Board (from Article 16 to Article 18): Stipulates Roles and Tasks of the Supervisory Board; Rights of members of the Supervisory Board to be provided with information; Responsibility of the Supervisory Board in convening the extraordinary General Meeting of Shareholders.

Chapter IV: Supervisory Board meetings (from Article 19 to Article 20): Provisions on meetings of the Supervisory Board; Approve the decision of the Supervisory Board; Collect voting opinion to pass decisions of the Supervisory Board.

Chapter V: Reporting and disclosure of benefits (from Article 21 to Article 24): Regulations on submission of annual reports; Remuneration, bonus and other benefits of members of the Supervisory Board; Publicity of related interests.

Chapter VI: Relationship of the Supervisory Board (Articles 25 to 29): Provisions on relationship between members of the Supervisory Board; Relationship with the Board of Management; Relationship with the Board of Directors; Relationship with the shareholders; Relationship with Internal Audit.

Chapter VII: Implementation Provisions (Article 30): Effectiveness and Amendment to the Regulation.

2. The content of the draft Regulation ensures the full reference to the content of the Model Regulation according to Circular 116/2020/TT-BTC; consistent with the relevant provisions of the new Charter which are submitted at the same time to the General Meeting of Shareholders and in accordance with Decree 155/2020 / ND-CP as well as the reality of ABBANK.

### **III. PROPOSAL**

The Supervisory Board submits to the General Meeting of Shareholders for approval of the promulgation of the Regulation on the operation of the Supervisory Board of ABBANK (attached draft).

Best regards.

**ON BEHAFT OF THE SUPERVISORY BOARD**

**CHIEF**

*(Signed)*

**Nguyen Thi Hanh Tam**