

(DRAFT)

**REGULATION
ON CORPORATE GOVERNANCE**

INTERFOOD SHAREHOLDING COMPANY

YEAR 2015

**REGULATION
ON CORPORATE GOVERNANCE**

INTERFOOD SHAREHOLDING COMPANY

(Issued under the Resolution No. RBM150212 dated 12th Feb 2015 by the Board)

**CHAPTER I
General Provisions**

Article 1. *Meaning and applicable scope*

This Governance Regulation is applying for Interfood Shareholding Company (“Regulation”)

This Regulation is built in accordance with the provisions of Law on Enterprises, Law on Securities, Circular No. 121/2012/TT-BTC dated 26th July 2012 providing the corporate governance applicable to the public companies, the guidelines and adopting the best international practices of corporate governance in accordance with conditions of Vietnam, in order to ensure the sustainable development of the stock market and contribute to a healthy economy.

This Regulation applies the basic rules on corporate governance with a view to protecting the legitimate rights and interests of shareholders, and to establishing standards for conduct and professional ethics of the Board members, General Director, Supervisory Board members and management officers of Interfood Shareholding Company.

This Regulation is also basis for evaluating the implementation of corporate governance of Interfood Shareholding Company.

Article 2. *Interpretation of terms and abbreviated words*

1. The following terms and abbreviated words shall be construed as follows:

- (a) “Company” means Interfood Shareholding Company with the Investment Certificate No. 472033000328 dated on 28/11/2007 issued by Dong Nai Industrial Zone Authority, head office located at Lot 13, Tam Phuoc Industrial Zone, Bien Hoa City, Dong Nai Province;
- (b) The “Board” means the Board of Management;
- (c) “GAS” means the General Assembly of Shareholders;

- (d) “Corporate governance” means a system of rules to ensure that the Company is effectively operated and controlled in the interests of shareholders and related persons. Rules of corporate governance include:
- Ensure an effective governance structure;
 - Ensure the rights of shareholders;
 - Ensure the equal treatment between shareholders;
 - Ensure the role of the persons with interests relating to the Company;
 - Ensure the transparency in the Company’s activities;
 - Ensure that the Board and Supervisory Board lead and control the Company effectively.
- (e) “Listed company” means the shareholding company approved to be listed on the Stock Exchange/Securities Trading Centre within the territory of Vietnam.
- (f) “Affiliated person” means any individual or organization as stipulated in Item 34 of Article 6 of the Law on Securities.
- (g) “Non-executive Board members” are the Board members who are not the General Director, Deputy General Director, Chief accountant and other management officers designated by the Board.
- (h) “Independent member of the Board” is a member of the Board who satisfies the following conditions:
- Not being a non-executive member of the Board and not being an affiliated person of the General Director, Deputy General Director, Chief Accountant and other management officers designated by the Board.
 - Not being a member of the Board, Director (General Director), Deputy Director (Deputy General Director) of subsidiary companies, associate companies, companies controlled by the Company;
 - Not being a major shareholder or representative of the major shareholders, or affiliated person of the major shareholders of the Company;
 - Not working for organizations that provide legal consulting or audit services to the Company within the last two (02) years;
 - Not being the partner or affiliated person of the partner of whom the value of annual transaction with the Company accounting for at least 30% of total revenue or total value of goods and services purchased by the Company within the last two (02) years.
2. In this Regulation, a reference to one or more provisions or legal document shall include amendments, supplementing or replacing documents of such documents.

CHAPTER II

Shareholders and General Assembly of Shareholders

Article 3. *Rights and obligations of shareholders*

1. Shareholders have all rights and obligations as prescribed by the Law on Enterprises, relevant legal documents and the Company Charter, especially:
 - (a) The right to free transfer shares paid and recorded in the shareholders book, except the case of restricted transfer as prescribed by law, Company Charter or decisions of the GAS;

- (b) The right to fair treatment. Each share of the same kind brings the shareholders equal rights, obligations and interests. If the Company has preferential shares, the rights and obligations attached to such preferential shares must be fully announced to the shareholders and approved by the GAS;
 - c) The right to be fully notified of periodic and irregular information about the Company's operation;
 - d) The rights and obligations to attend the meetings of the GAS and to vote directly or via the representative, or to do distance voting;
 - e) The priority to purchase new shares proportionally to the shares holding.
2. The shareholders are entitled to protect their lawful interests. In case the decisions made by the GAS or the Board are not lawful or violate the fundamental interests of shareholders as prescribed by law, shareholders are entitled to request the cancellation of such decisions under the procedures prescribed by law. In case such decisions caused damage to the Company, then the Board, Supervisory Board, General Director must pay compensation to the Company within their scope of responsibility. Shareholders are entitled to claim compensation from the Company as prescribed by law.
 3. Shareholders have the right to refuse any preemptive right to new shares offered for sale. This is clearly stated in the relevant resolution of GAS.
 4. The Company is responsible to formulate a reasonable corporate governance mechanism and an effective communication system with shareholders in order to ensure that:
 - (a) Shareholders perform full rights under law and Company Charter;
 - (b) Shareholders are treated fairly.

Article 4. *Company Charter and internal regulation on corporate governance*

1. The Company builds and issues its Company Charter based on the standard Charter stipulated by the Ministry of Finance in Circular 121/2012/TT-BTC dated 26 July 2012, provisions of Law on Enterprises and relevant laws.
2. In this Regulation, the Company develops and issues an internal regulation on corporate governance including the following major contents:
 - a. Order and procedures for convening and voting at the GAS - (Appendix 1 attached);
 - b. Order and procedures for nominating, self-nominating, voting and dismissing the Board members - (Appendix 2 attached);
 - c. Order and procedures for meetings of the Board - (Appendix 3 attached);
 - d. Order and procedures for selection, appointment and dismissal of the management officers - (Appendix 4 attached);
 - e. Processes and procedures to coordinate activities between the Board, Supervisory Board and General Directors (Appendix 5 attached);
 - f. Rules on assessing activities, rewarding and disciplining the Board members, the Supervisory Board, General Directors and other management officers (Appendix 6 attached).

Article 5. *Issues relating to major shareholders*

1. Mechanisms of regular communication with major shareholders:

- Before the Annual GAS or the Extraordinary GAS, the Board may hold the major shareholders meeting to consult opinion of the major shareholders for program, agenda and other issues related to the General Assembly;
 - The Board may also hold the major shareholders meeting at other times as deemed necessary for benefit of the Company;
 - The Board must send a written invitation, agenda and related materials for major shareholders to attend the meeting no later than 03 (three) days before the meeting;
2. Major shareholders shall not be permitted to exploit their advantages in order to cause harm to the rights and interests of the Company and other shareholders.
 3. Major shareholders are obliged to disclose information under the provisions of law.

Article 6. *Annual and extraordinary sessions of the GAS*

1. Order and procedures for convening and voting at the GAS (Attached Appendix 1)
2. The Company must comply with the procedures for convening the GAS as prescribed by law, Company Charter and its internal regulations. The Company must disclose information about closing the shareholders list entitled to attend GAS at least five (05) days before closing the list. The Company must not restrict the shareholders from attending the GAS and must facilitate the shareholders' authorizing their representatives to attend the GAS, or voting by registered letters at their requests. The Company must guide procedures for authorizing and making letter of attorney for its shareholders as prescribed.
3. The Board or the GAS' convener shall set agenda, arrange reasonable location and time for discussion and voting each issue in agenda of the GAS.
4. The Company must apply as much as possible the modern information technology so that its shareholders may attend the GAS easily, including guiding the distance voting, or voting via online meetings of the GAS.
5. The Company must hold the Annual GAS as prescribed by the Law on Enterprises. The Annual GAS must not be held in form of getting the shareholders' opinion in writing.
6. The principles, contents, order and procedures for getting the shareholders' opinion in writing to pass the decisions of GAS as stipulated in Article 21 of the Company Charter. If the opinion is made in writing, the Company must send and announce fully documents, make sure that its shareholders have enough time to read the documents before sending the votes similarly to the meeting of the GAS.

Article 7. *Reports on operation of the Board at the Annual General Assembly of Shareholders*

Report on operation of the Board at the Annual GAS must include the following contents:

- Assessment of the Company's operation in the fiscal year;
- Operation, remuneration and cost of the Board and each member of the Board;
- Summary of the Board meetings and decisions of the Board;
- Results of the supervision over the General Director;
- Results of the supervision over other management officers;
- Future plans.

Article 8. *Report on operation of the Supervisory Board at the Annual GAS*

Report on operation of the Supervisory Board at the Annual GAS must include following contents:

- Operation, remuneration and cost of the Supervisory Board and each member of the Supervisory Board;
- Summary of the meetings and decisions of the Supervisory Board;
- Assessment of operation and finance of the Company;
- Results of supervision over the Board members, General Director and other management officers;
- Reports on cooperation between the Supervisory Board, the Board, General Director and other management officers.

Article 9. *Independent auditors' attending the GAS*

Auditors or representatives of the audit firm must be invited to the Annual General Assembly of Shareholders so that they can give opinion at the GAS about the issues related to the annual financial statements in case audit reports contained crucial exceptions.

CHAPTER III

Members of Board and the Board

Article 10. *Candidacy and nomination to the Board members*

1. Information related to the Board candidates (in case the candidate are chosen) must be announced at least seven (07) days before convening the GAS on the Company's website so that the shareholders may study those candidates before voting. Information about the Board candidates must include:
 - Full name and date of birth;
 - Professional qualifications;
 - Work historys;
 - Names of companies of which they are as the Board members and other managing positions;
 - Interests related to the Company (if any);
 - Other information (if any).
2. The Board candidates must commit in writing to truthfulness, accuracy and reasonableness of personal information announced, and must commit to implementing their duties as the Board member in an honest method if elected.
3. The shareholders that have held voting shares for at least six (06) consecutive months at the time of closing the list of attending shareholders are entitled to aggregate their voting rights to nominate the Board candidates. Nomination of the Board candidates by aggregating voting rights must comply with laws and Company Charter.
4. In case of number of the Board candidates are not enough after nomination and candidacy, the Board may nominate more candidates or organize the nomination as prescribed in the

Company Charter and internal regulations. Mechanism of which the present Board nominates the Board candidates must be clearly announced and must be approved by the GAS before nomination.

5. Specific provisions on voting the Board members through method of vote cumulative: Shareholder or group of shareholders holding 5% to less than 10% of the total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to less than 30% entitled to nominate up to two (02) candidates; from 30% to less than 40% entitled to nominate up to three (03) candidates; from 40% to 50% entitled to nominate up to four (04) candidates; from 50% to less than 60% entitled to nominate up to five (05) candidates; from 60% to less than 70% entitled to nominate up to six (06) candidates; from 70% to less than 80% entitled to nominate up to (07) candidates; from 80% to less than 90% entitled to nominate up to eight (08) candidates, and if more than 90%, they are entitled to nominate full number of candidates.
6. Order and procedures for nominating, self-nominating, voting and dismissing the Board members - (Appendix 2 attached)

Article 11. *The Board membership*

1. The Board members are not those banned from being the Board members by laws and Company Charter. The Board members need not be the Company shareholders.
2. The Company needs to limit the Board members holding multiple managing positions in the Company to ensure the independence of the Board.
3. A Board member of the Company must not concurrently be a Board member of more than five other companies, unless as a Board member of the companies in same group or the company operating under companies group, including parent company – subsidiary, corporations or as a representative of the fund management company, securities investment company.
4. The Board Chairman must not concurrently hold the position of General Director, unless this situation approved at the annual GAS.

Article 12. *Composition of the Board*

1. Number of the Board members shall be at least five and at most eleven. Structure of the Board needs to ensure the balance of the members experienced in law, finance and business lines of the Company.
2. Structure of the Board needs to ensure the balance of the executive members and non-executive members, at least one third (1/3) thereof must be the non-executive Board members.
3. If a member loses his/her membership as prescribed by law and Company Charter, or is dismissed, or cannot continue to be a member for any reason, the Board may temporarily designate another person as a member of the Board as prescribed in the Company Charter. Voting of the replacing Board members must be carried out at the nearest GAS.

Article 13. *The rights of the Board members*

The Board members have all the rights prescribed by Law on Enterprises, relevant legal documents and Company Charter, especially the right to receive information and documents about finance and operation of the Company and the units in the Company.

Article 14. *Responsibility and obligations of the Board members*

1. The Board members must fulfill their responsibility and obligations as prescribed by Law on Enterprises and relevant legal documents.
2. The Board members must fulfill their duties truthfully, carefully in the best interests of the shareholders and the Company.
3. The Board members must attend all meetings of the Board and state their clear opinions on issues raised for discussion.
4. The Board members must announce remunerations that they received from the subsidiary companies, associate companies and other organizations of which they are as the representatives of the Company contributed capital.
5. The Board members and relevant persons must report their transactions in the Company' shares to the State Securities Commission and disclose information about such transactions as prescribed by law.
6. The Company may purchase liability insurance for the Board members after obtaining approval from the GAS. Such liability insurance does not cover the liability of the Board members related to violations of laws and Company Charter.

Article 15. *Responsibility and obligations of the Board*

1. The Board must fulfill their responsibility and obligation as prescribed by Law on Enterprises and relevant legal documents;
2. The Board must be responsible to the shareholders for the Company's operation;
3. The Board must be responsible for ensuring that the Company' activities to comply with law, Company Charter and internal regulation, ensuring equal treatment to all shareholders and respect for the persons with interests related to the Company.
4. The Board shall formulate provisions on the order and procedures for nominating, self-nominating, voting and dismissing the Board members and the order, procedures for holding meetings of the Board.
5. The Board shall formulate provisions on the order and procedure for selecting, appointing and dismissing management officers and the order and procedures for co-ordination of activities between the Board with Supervisory Board and General Director.
4. The Board shall be responsible to formulate a mechanism for assessing activities, rewarding and disciplining the Board members, Supervisory Board, General Director and other management officers.
5. The Board shall be responsible to report their operation at the GAS as stipulated in Article 7 of this Regulation.

Article 16. *Meetings of the Board*

1. The Board shall organize its meetings in accordance with the order and procedures stipulated in the Company Charter and internal regulations. Organization of the Board meeting, its agenda and relevant documents shall be notified in advance to the Board members within the time-limit stipulated by law and Company Charter.
2. Minutes of the Board meeting must be prepared clearly and in detail. The secretary and the Board members attending the meeting must sign on the meeting minutes. Meeting minutes of the Board must be filed in accordance with law and Company Charter.

3. In addition to the meeting modalities directly, meeting over the phone, or other forms specified in Article 26 of Company Charter, the Board may consult the Board members in writing to pass decisions of the Board
4. Order and procedures for meetings of the Board: see Appendix 3 attached

Article 17. *Sub-committees of the Board*

1. The Board may set up the sub-committees to assist its activities, including a subcommittee for development policy, a sub-committee for personnel, a sub-committee for salary and bonus and other special sub-committees in accordance with resolutions of the GAS.
2. Personnel sub-committee and salary and bonus sub-committee must have at least one (01) independent member of the Board as its head.
3. The Board shall specify on establishment and responsibility of the sub-committees and responsibilities of each member.
4. In case the Company does not establish the sub-committees; the Board shall designate the independent Board members to be in charge of each issue such as salary and bonus, personnel.

Article 18. *Secretary of the Company*

1. In order to assist the Company's management activities to be conducted effectively, the Board must appoint at least one person as secretary of the Company. Company secretary must have understanding of law. Company secretary must not concurrently work for the audit company which currently audits the Company.
2. Role and duties of the Company secretary shall comprise:
 - Preparing the meetings of the Board, Supervisory Board and the GAS at request of the Board's Chairman or Supervisory Board;
 - Advising on procedures for meetings;
 - Attending the meetings;
 - Ensuring that resolutions of the Board in accordance with law;
 - Providing financial information and copies of meeting minutes of the Board and other information for the Board members and Supervisory Board members.
3. The Company secretary shall be responsible for the confidentiality of information in accordance with law and Company Charter.

Article 19. *Remuneration of the Board*

1. Remuneration of the Board shall be approved annually by the GAS and announced as prescribed.
2. If a Board member concurrently holds the managerial positions of the Company and the subsidiary companies, remuneration announced must include salary and bonus attached to the managerial positions and other remunerations.
3. Remunerations, other benefits and expenses paid and allotted to the Board members by the Company shall be declared in details in the Company's annual report.

CHAPTER IV

Members of Supervisory Board and Supervisory Board

Article 20. *Self-nomination and nomination to members of the Supervisory Board*

Self-nomination and nomination to the Supervisory Board shall comply with the provisions in the Company Charter. Mechanism for self-nominating, nominating, appointing members to the Supervisory Board shall be conducted as follows:

1. The shareholders have the right to include number of votes for each person together to nominate candidates of the Supervisory Board. Shareholder or group of shareholders holding from 5% to less than 10% of total number of shares with voting rights shall be entitled to nominate one (01) candidate; from 10% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates and if more than 60% they are entitled to nominate full number of candidates .
2. In case number of the Supervisory Board candidates is not enough after self-nomination and nomination, the current Supervisory Board may nominate more candidates or organize the nomination as prescribed in the Company Charter. Mechanism of nomination of the current Supervisory Board must be clearly announced, and must be approved by the GAS before nomination.
3. Self-nomination, nomination of the Supervisory Board members must be made in writing and sent profile to the Company within 10 (ten) days before the GAS. Resumes must be made in the form prescribed by the Company, including:
 - . Proposal for candidates;
 - . Letter of self-nomination;
 - . Curriculum vitae with photo includes following details: Full name, date of birth, qualification, working process, position, passed career, current position and occupation, number of participating as the Board member in other companies, benefits related to the Company and other information (if any);
 - . A notarized copy of ID / Passport;
 - . Certification of education and professional qualifications;
 - . Power of attorney (if the candidate is authorized by group of shareholders).
4. Method of electing the Supervisory Board members:

Method of electing the Supervisory Board members is done similar with method of election of the Board members stipulated at Article 10 of this Regulation.

Article 21. *Supervisory Board membership*

1. Supervisory Board members are not those banned from being members of the Supervisory Board by laws and Company Charter. Supervisory Board members must be experienced and qualified. Supervisory Board members need not be the Company's shareholders.
2. Supervisory Board members must not work in the accounting, finance department, or members/employees of another independent audit company that auditing the Company's financial statements.

Article 22. *Composition of the Supervisory Board*

1. Number of Supervisory Board members shall be at least three (03) persons and at most five (05) persons. In the Supervisory Board there must be at least one member being accountant or auditor.
2. Chief of Supervisory Board must have qualification for accounting.

Article 23. *Rights to access information of the Supervisory Board members*

1. Supervisory Board members shall be entitled to access all information and documents relating to the Company's activities. The Board members, General Director and other management officers must provide information at request of the Supervisory Board members.
2. The Company shall formulate a mechanism to support the Supervisory Board members in operating and fulfilling their duties efficiently in accordance with law and Company Charter.

Article 24. *Responsibilities and obligations of the Supervisory Board*

1. The Supervisory Board is responsible before the Company's shareholders for their supervision. The Supervisory Board is responsible for supervising the Company's finance, legitimacy in operation of the Board members, General Director and other management officers, the cooperation between the Supervisory Board, the Board, General Director, other management officers and shareholders, and other duties as prescribed by law and Company Charter in order to protect the lawful interests of the Company and its shareholders.
2. The Supervisory Board must hold meeting at least twice a year, number of members attending the meeting must account for at least two-thirds (2/3) of total number of the Supervisory Board members. Meeting minutes of the Supervisory Board must be prepared clearly and in details. Secretary and Supervisory Board members attending the meeting must sign on the meeting minutes. Meeting minutes of the Supervisory Board must be kept to determine responsibilities of each member of the Supervisory Board.
3. In the Supervisory Board' meetings, the Supervisory Board has the right to request answer from the Board members, General Director, internal auditors (if any) and independent auditors attending the meetings on the issues which interested by the Supervisory Board.
4. When the Supervisory Board detects acts of violations of laws, Company Charter of the Board members, General Director or other management officers, the Supervisory Board must notify the Board in writing within forty eight (48) hours and request the violators to stop such violations and take remedial measures. Within seven (07) days as from being notified, if the violators fail to stop violations and take remedial measures, the Supervisory Board must report the case to the State Securities Commission.
5. The Supervisory Board is entitled to select an independent auditing organization to audit financial statements of the Company, and to request the GAS to approve such selection.
6. The Supervisory Board is responsible for the report at the GAS as stipulated in Article 8 of this Regulation.

Article 25. *Remuneration of the Supervisory Board*

Members of the Supervisory Board shall be paid annual remuneration for performing their duties. Remuneration of the Supervisory Board members must be approved by the GAS. Total

remuneration, other benefits and expenses paid and allotted to the Supervisory Board members by the Company must be announced in the Company's annual report and to shareholders.

CHAPTER V

Prevention of dispute over interests

Article 26. Responsibility for honesty and avoiding conflict of interests of the Board members, Supervisory Board, General Director and other management officers

1. The Board members, Supervisory Board, General Director and other management officers must announce their relevant interests as prescribed by the Law on Enterprises and relevant legal documents.
2. The Board members, Supervisory Board, General Director, other management officers and persons related to these members must not take the business opportunities that may be beneficial to the Company for their own personal purposes; must not use information obtained by virtue of their position in order to gain any personal benefit or benefit for other individuals and organizations.
3. The Board members, Supervisory Board, General Director and other management officers must notify the Board towards the transactions between the Company, subsidiary companies, companies controlled by the Company and those members or persons related to those members as prescribed by law. The Company must disclose information about resolutions of the GAS or of the Board through the transactions stated above within twenty four (24) hours on its website and send report to the State Securities Commission.
4. The Company must not grant loans or guarantees to the Board members, Supervisory Board, General Director, other management officers and persons related to these members, unless otherwise decided by the GAS.
5. The Board members must not vote for the transactions in which they, or persons related to them, participate, including the transactions of which the material or non-material interests of the Board members are not identified. The transactions stated above must be announced in the Company's annual report.
6. The Board members, Supervisory Board, General Director, other management officers and persons related to these members must not use the information that is not allowed to be disclosed, or reveal such information to other persons for making relevant transactions.

Article 27. Transactions with affiliated persons

1. When making transactions with affiliated persons, the Company must sign written contracts on the principle of equality and voluntarism. The contract content must be clear, specific and information must be provided for shareholders at their request.
2. The Company must apply necessary measures to prevent affiliated persons interfering in the Company's activities and causing loss to the Company's interests by controlling the selling and purchasing channels or prices.
3. The Company must apply necessary measures to prevent shareholders and relevant persons to carry out transactions which may cause losses of capital, assets or other resources of the Company. The Company must not grant loans or guarantees for shareholders and affiliated persons.

Article 28. *Ensuring legitimate rights of persons with interests related to the Company*

1. The Company must respect the legitimate rights of persons with interests related to the Company including banks, creditors, employees, consumers, suppliers, community and other persons of whom the interests are related to the Company.
2. The Company needs to co-ordinate actively with persons who have interests related to the Company, by:
 - a. Providing sufficient necessary information to banks and creditors so that they can assess activities and financial status of the Company and make decisions;
 - b. Encouraging them to raise opinions on the business, finance and important decisions related to their interests by direct contact with the Board, Supervisory Board and General Director.
3. The Company must comply with the provisions on labor, environment and must conduct responsibly activities to the community and society.

CHAPTER VI

Training on Corporate Governance

Article 29. *Training on corporate governance*

The Board members, Supervisory Board, General Director and secretary of the Company must attend the training courses on corporate governance at training institutions accredited by the State Securities Commission.

CHAPTER VII

Information announcement and report

Article 30. *Obligation to announce information*

1. The Company shall be obliged to promptly, completely and accurately announce both periodical and extraordinary information about its business, financial status and corporate governance status to shareholders and the public. Information and method of announcing information shall be implemented in accordance with law and Company Charter. In addition, the Company must announce other information in a promptly and completely manner if such information is capable of affecting the stock price and affecting decisions of shareholders and investors.
2. Announcement of information shall be implemented by the methods which ensure the equitable access for shareholders and investors. Wordings used in information announcement must be clear, comprehensible and avoid misinterpretation of shareholders and investors.

Article 31. *Announcing information on corporate governance*

1. The Company must announce information about the corporate governance at the annual GAS and in annual reports of the Company as prescribed by law provisions on stocks and stocks market.
2. The Company shall be obliged to report every six (06) months and announce information about the corporate governance as prescribed by law provisions on stocks and stocks market.

Article 32. *Responsibility for reporting and announcing information of the Board members, Supervisory Board and General Director:*

In addition to the responsibilities as stipulated in Article 26 of this Regulation, the Board members, Supervisory Board and General Director shall be responsible for reporting and announcing information on transactions in the following cases:

1. The transactions between the Company and other company in which the founders or the Board members, General Director within the previous three (03) years are the members stated above.
2. The transactions between the Company and other company in which the members stated above are the Board members, General Director or major shareholders.
3. The transactions that may bring material or non-material interests to the members stated above.

CHAPTER VIII

Supervision and handling of violations

Article 33. *Supervision*

The Company, relevant organizations and individuals must subject to supervision on corporate governance by the State Securities Commission and by other competent agencies as stipulated by law.

Article 34. *Handling violations*

The Company, relevant organizations and individuals that commit violations or omit to implement this Regulation are liable to administrative sanctions or liable to criminal prosecution depending on the nature and extent of violations as prescribed by law.

CHAPTER IX

Effective date

Article 35. *Effective date*

1. This Regulation on Corporate Governance comprises IX Chapters with 35 articles is approved by the Board of Interfood Shareholding Company at Resolution No. RBM150212 dated 12th Feb 2015.

2. This is the unique and official Regulation on Corporate Governance of the Company and replaces the Regulation issued attached Resolution No.AGM090928 dated 28/09/2009 of the Annual General Assembly of Shareholders in 2009
3. The copies or extracts of the Company's Regulation on Corporate Governance must be signed by the Board's Chairman or at least 1/2 of total number of the Board members to be valid.
4. The amendments and supplements to this Regulation in accordance with the Company's operations and rules of law shall be considered and decided by the Board.

Signature of the legal representative of the Company

MICHIO NAGABAYASHI

Chairman of the Board

Appendix 1

Order and procedures for convening and voting at the General Assembly of Shareholders

1. Notification of the closing list of shareholders entitled to attend the General Assembly of Shareholders;

The company must send notification profile to exercise the right in full and valid to the Central Securities Depository ("VSD") at least 10 working days before the final registration date to announce about closing the list of shareholders entitled to attend the GAS. The company shall disclose information about closing the list of shareholders entitled to attend the GAS at least five (05) days prior to the closing date.

2. Convening, agenda and notification of the General Assembly of Shareholders:

To comply with provisions of Article 17 of the Company Charter.

3. Method of registration to attend the General Assembly of Shareholders:

To comply with provisions of Article 19 of the Company Charter

4. Method of vote at the General Assembly of Shareholders:

- Each share owned or represented is corresponding with one voting unit.
- Each shareholder or their proxy (hereinafter referred to as the "shareholder") attending the GAS will receive "shareholder tickets" and "ballot tickets" showing their shareholder code and number of shares (hereinafter referred to as "voting card").
 - + Shareholder tickets: use for voting all matters in the GAS by making "X" in the box of "agreed" or "disagreed" or "abstained" on each matter / decision respectively by raising the shareholder tickets except election of the Board, Chairman cum General Director, Supervisory Board and other matters required voting by ballot
 - + Ballot tickets: use for voting by method of ballot. Ballot tickets recorded contents need to vote and election box showing the shareholders decision. The ballot ticket is also used for voting the Board, Chairman cum General Director/ Supervisory Board.
- Valid voting card must be satisfying the following conditions:
 - + Voting card in the prescribed form shall be granted by the Company to shareholders that registered to attend the GAS.
 - + Voting card is done in accordance with the provisions of the Company and approved by the GAS.
- When collecting the voting cards for each issue need to vote, if voting cards of any shareholder or any authorized person have not yet submitted (for absences at the time of voting cards collection or present at the time of voting cards collection but not submission) be deemed as valid agreed voting cards.

5. Method of vote counting:

- At the Assembly, shareholders shall elect a Board of vote counting and supervising the Assembly, for the sensitive matters and if the shareholder's request, the Company must

appoint an independent organization to collect and count the votes; number of the vote counting Board members is not more than 03 (three) persons. In addition, the chairperson may mobilize some members to support the collection of shareholders' voting cards.

- The GAS discusses and votes on each matter in the meeting agenda. Vote counting Board collects the voting cards "agreed", then collecting voting cards "disagreed", eventually collecting voting cards "abstained". After collection of all voting cards, the vote counting Board shall conduct counting number of voting cards with agreed, disagreed and abstained.
- The counting and supervising the vote counting shall be made independent and honest. The persons are responsible for counting and supervising the vote counting shall be responsible for accuracy of voting result.
- After finishing the vote counting, the Boards of counting and supervising the counting vote shall issue minutes of voting results. The minutes shall be specified:
 - + Total number of voting cards issued, owning / representing for how many shares.
 - + Total number of voting cards received, owner / representative for how many shares.
 - + Voting results for each issue asking opinions must be clearly stated on each type of agreed, disagreed, abstained; including: Total number of voting cards, owning / representing for how many shares, percentage on total number of shares with voting rights;
 - + Minutes must be signed by all participants attending the vote counting and supervising the vote counting.

6. Notification of voting results:

- Voting results on the voting issues must be sent to the Chairperson by the vote counting Board for announcement before the GAS ended.
- The chairperson announces or appoints representative of the vote counting Board to announce voting results of the voting issues before the GAS ended.

7. Adoption of resolution of the GAS:

Adoption of resolution of the GAS shall comply with provisions of Article 20 of the Company Charter.

8. Method to object resolutions of the GAS:

Shareholders, Board members, General Director and Supervisory Board may request the court or arbitrator to consider and cancel resolutions of the GAS as stipulated in Article 23 of the Company Charter

9. Making minutes of the GAS:

- Chairperson of the Assembly elects not more than 03 (three) persons as secretary to prepare minutes of the GAS
- Contents of the GAS must be recorded in the minutes. Minutes must be prepared in Vietnamese (and even foreign languages if necessary) and must have the following main contents:
 - + Name, headquarters address, number and date of the business registration certificate, business registration place;

- + Time and location of the GAS;
 - + Program and agenda for the GAS;
 - + Summary of the Assembly and opinions stated in the GAS on each issue in the agenda;
 - + Number of shareholders and number of voting units of shareholders / proxy representatives attending the Assembly, attached Appendix of List of shareholder registered to attend the Assembly;
 - + Total number of voting units and their proportion on total voting units to attend the Assembly for each voting issue, which clearly indicates total number of votes for agreed, disagreed and abstained;
 - + Resolutions were adopted;
 - + Full name and signature of the chairperson and secretary.
- Minutes of the GAS must be completed and approved by the GAS before closing the Assembly. Minutes of the GAS shall be considered as evidence of the works was carried out in the Assembly.
 - Chairperson and secretary of the Assembly must sign the minutes and jointly be responsible for the truthfulness and accuracy of contents of the minutes.

10. Announcing resolutions of the GAS to the public:

- The persons that be authorized to disclose information must announce resolutions of the GAS within 24 (twenty four) hours after resolutions of the GAS adopted.
- Means and methods announcing resolutions of the GAS shall comply with the provisions of law on information disclosure for public companies.

11. Competence and procedures for shareholders' opinion gathering in writing to adopt resolutions of the General Assembly of Shareholders

Competence and procedures for shareholders' opinion gathering in writing to adopt the resolutions of the GAS shall comply with the provisions of Article 21 of the Company Charter, as follows:

1. The Board has the right to gather the shareholders' opinions in writing to adopt resolutions of GAS at any time if deemed necessary for benefit of the Company;
2. The Board must prepare questionnaire, draft of resolution of the GAS and other documents explaining the draft of resolution. Questionnaire attached to the draft of resolution and explanation document must be sent by a guaranteed method to reach the registered address of each shareholder. The Board must submit and publish documents to the shareholders within a reasonable time for consideration and voting, and document must be sent at least fifteen (15) days before the expiration date receiving the questionnaire.
3. The questionnaire must have the following principal contents:
 - a. Name and address of the head office, number and date of the business registration certificate; business registered place of the Company;
 - b. Purpose for opinion gathering;
 - c. Full name, permanent address, nationality, identity card number, passport or other legal personal identification papers of shareholder as individual; name, permanent address, nationality, number of establishment decision or business registration number of the

shareholder or authorized representative of the shareholder as organization; number of shares of each class and number of votes of the shareholders;

- d. Issues to be consulted for resolution adoption;
- e. Voting plan includes approval, disapproval and no opinion for each issue to be consulted;
- f. Time-limit for sending the answered questionnaire to the Company;
- g. Full name and signature of the Board Chairman and of the legal representative of the Company.

4. The answered questionnaire must bear the signature of the shareholder as individual, authorized representative or legal representative of the shareholder as organization.

Questionnaire sent to the Company must be in a sealed envelope, and no one is permitted to open it prior to the counting of votes. Questionnaire that the Company receives after the time-limit specified on it or has been opened shall become invalid.

5. The Board shall count votes and prepare minutes of counting votes in the presence of the Supervisory Board or shareholders who do not hold the position of Company management. Minutes of counting votes shall have the following principal contents:

- a. Name and address of head office, number and date of the business registration certificate; place of business registration;
- b. Purpose and issues to be consulted for approval;
- c. Number of shareholders with number of votes has participated to vote, in which distinguishing the valid and invalid votes, including an appendix of voting shareholders list;
- d. Total approved votes, disapproved votes and abstained votes for each issue;
- e. Resolutions have been adopted;
- f. Full name and signature of the Board's Chairman, legal representative of the Company and supervisor of the votes counting.

The Board members and the supervisor of the votes counting shall be jointly responsible for the truthfulness and accuracy of the votes counting minutes, jointly responsible for damages arising from resolutions adopted by untruthful or inaccurate counting;

6. Votes counting minutes must be published on the Company's website within twenty four (24) hours and sent to shareholders within fifteen (15) days as from the date of completion of vote counting;

7. Answered questionnaires, votes counting minutes, resolutions adopted in full and relevant documents enclosed with the questionnaires must be kept at the head office of the Company.

8. Resolutions adopted by the method of opinion gathering in writing of shareholders must be approved by shareholders representing at least 51% of total number of shares with voting rights and valued as resolutions adopted at the GAS.

9. The GAS can, via the procedure of shareholders' opinion gathering in writing stipulated in Article 21 of the Company Charter, adopt resolutions on all issues within the competence of the GAS.

Appendix 2

Order and procedures for nominating, self-nominating, voting and dismissing the Board members

1. Standards as the Board member: (application under the provisions of Article 110.1 of the Law on Enterprises)

The Board member must satisfy the following standards and conditions:

- a. Has full capacity for civil acts, not subject to be prohibited from managing an enterprise pursuant to the Law on Enterprises;
- b. As an individual shareholder owning at least 5% of total ordinary shares or another person with professional expertise and experience in business management or in the main business of the company or satisfying other standards and conditions as stipulated in the Company Charter and this Regulation.

2. Methods of self-nomination and nomination candidature to position as the Board member:

Nomination and self-nomination of the Board member must be made in writing and sent to the Company within 10 (ten) days before the GAS. Candidate's profile must be made in the form prescribed by the Company (Form of nomination, self-nomination profile must be posted on the Company's website 15 days prior to the GAS), including:

- a. Letter of self-nomination
- b. Proposal for nomination
- c. Curriculum vitae with photo includes the following details: Full name, date of birth, qualification in the process of work, position, career in the past, current position and occupation, number of participating as the Board member of other companies, benefits related to the Company and other information (if any);
- d. Notarized copy of ID / Passport
- e. Certification of educational and professional qualifications;
- f. Power of attorney (if the candidate is authorized by a group of shareholders for candidature).

3. Method of electing the Board members:

- a. List of candidates: List of candidates and resumes as defined in Article 10 of the Regulation attached this appendix shall be posted on the Company's website 07 (seven) days before the GAS.
- b. Voting card: Each shareholder has a voting card; voting card must be stamped by Company's seal, full name of the shareholder, shareholder number, number of shares with voting rights and the candidate list.
- c. Method of voting: provided under item 3c Article 104 of the Law on Enterprises, according to which each shareholder shall have total number of votes corresponding to total number of shares that he owns multiplied by number of members to be elected to the Board, and each shareholder has the right to accumulate all his votes for one or some candidates.

- d. Vote counting: After the GAS conducted voting, the vote counting board conducts the vote counting under supervision of the Supervisory Board' s representative or shareholders and reports to the chairperson for announcing the vote counting results in the GAS. The elected Board members are determined by votes from highest to lowest, starting from candidates with highest number of votes until a sufficient number of members specified in the Company's Charter.

4. Cases of dismissal or dismissing the Board members: (application under the provisions of Article 24.4 and 24.5 of the Company Charter), as follows:

- 4.1 The Board member loses his/her capacity as the Board member in the following cases:
 - a. That member has no longer capacity as the Board member as prescribed by the Law on Enterprises or is prohibited by law to become the Board member.
 - b. That member has sent application in writing for resignation to the headquarters of the Company.
 - c. That member suffers from mental disorder and other Board members have expertise evidences to prove that he or she has no longer act capacity.
 - d. That member has been absent, failing to attend the Board' meetings for six (6) consecutive months without the Board's permission and the Board shall make decision on the vacant position of that member.
 - e. That member is dismissed by resolution of the GAS.

4.2 Appointment of the alternate Board members:

The Board may appoint another person to be the Board member temporarily replacing the vacancy and this member must be approved at the subsequent GAS. After being approved by the GAS, appointment of new members shall be considered valid on the date of appointment by the Board. Term of the new Board member is from the effective appointment date until end of the Board's term. In case the new member is not approved by the GAS, all decisions of the Board prior to the time of the GAS with voting participation of alternate member of the Board are still regarded as validity.

5 Disclosure of election and dismissal of the Board members:

Notice of election and dismissal of the Board members shall be disclosed information under provisions of the law on securities and stock market.

Appendix 3

Order and procedures for meetings of the Board

Order and procedures of the Board meeting are applied in accordance with Article 27 of the Company Charter, including:

1. Conditions to organize the Board meeting:

- 1.1 If the Board elects the Chairman, the first meeting of the Board's tenure is to elect the Chairman and pass other resolutions under the competence should be made within seven (07) working days from the end date of electing the Board for that tenure. This meeting is convened by the member with highest number of votes. Where there is more than one (01) member with equal highest number of votes, these members shall elect one of them to convene a meeting of the Board by majority rule.
- 1.2 Regular meetings: The Board's Chairman shall convene the regular meetings of the Board, set agenda, time and place of the meetings at least five (5) days before the scheduled meetings. The Chairman may convene any meeting whenever necessary, but at least one meeting for every quarter.
- 1.3 Extraordinary meetings: the Board's Chairman shall convene the extraordinary meetings when deemed it necessary for benefit of the Company. In addition, the Board's Chairman shall convene the Board meeting and must not delay without plausible reason, when one of the following subjects has written proposal to present the purpose of the meeting and issues to be discussed:
 - a. General Director or at least five (05) other management officers;
 - b. At least two (02) the Board members;
 - c. Supervisory Board.
- 1.4 The Board meetings specified in Item 3 of Article 27 of the Company Charter shall be carried out within fifteen (15) days after the meeting proposal. Where the Board's Chairman does not accept to convene under proposal, the Chairman shall be responsible for the damages caused to the Company; persons who suggested the meeting specified in Item 3 Article 27 of the Company Charter may themselves convene the Board meeting.
- 1.5 Where there is a request from the independent auditor, the Board's Chairman must convene the Board meeting to discuss the audit reports and situation of the Company.
- 1.6 The first meeting of the Board shall be conducted only when there are at least three-fourths (3/4) of the Board members present in person or through the representative (the authorized person). In case there are not enough members to attend the meeting as prescribed, the meeting must be reconvened within fifteen (15) days after the first meeting. The meeting reconvened shall be conducted if there is more than one half (1/2) of the Board members attending the meeting.

2. Meeting venue:

The Board meeting is conducted in the Company's registered address or any other address in Vietnam or abroad according to decision of the Board's Chairman and with consent of the Board.

3. Meeting notice and agenda:

Notice of the Board meeting must be sent to the Board members at least five (05) days before the meeting, the Board members may deny the notice of meeting in writing and this refusal may have retroactive effect. Notice on the Board meeting must be made in writing in Vietnamese language (may be used both foreign language if necessary) and fully informed of the program, time and place of the meeting, together with necessary documents on the issues to be discussed and voted at the Board meeting and voting form for the Board members unable to attend the meeting.

Meeting notice shall be sent by post, fax, e-mail or other means, but must be ensured to reach the address of each member of the Board registered at the Company.

4. Method of voting:

4.1 Voting:

- a. Unless otherwise specified at Item 9b of Article 27 of the Company Charter, each Board member or person authorized directly present personally at the Board meeting shall have one (01) vote.
- b. The Board members are not entitled to vote on the contracts, transactions or proposals of which such members or persons related to such members have benefits and these benefits conflict or could conflict with interests of the Company. The Board members are not included in the minimum number of delegates needed to be presented to organize the Board meeting on the decisions which such members do not have voting rights.
- c. As prescribed at Item 9d of Article 27 of the Company Charter, when issues arise in a meeting of the Board relating to interests of the Board members or relating to voting rights of a member but those problem could not be solved by voluntary waiver of voting right of the Board members concerned, these issues arising shall be forwarded to the Chairman of the meeting for decision. Decision of the Chairman regarding these issues is a valid and final decision except where the nature or extent of interests of the Board members concerned has not been published in full;
- d. The Board members enjoying benefits from a contract prescribed in Point a, Point b of Item 4, Article 35 of the Company Charter are considered to have significant benefits in the contract.

4.2 Interest disclosure:

The Board member directly or indirectly enjoyed benefits from a contract or transaction has been signed or expected to be signed with the Company and knew himself / herself to have benefits therein shall be responsible for publication of the nature and contents of that benefits in the meeting of which the Board firstly considers the issue of signing of this contract or transaction. Where a Board member does not know himself and concerned persons have interests at the time the contract or transaction is signed with the Company, this Board member must disclose relevant interests in the first meeting of the Board held after this member knew that he/she has interests or shall have interests in the transaction or contract involved.

4.3 Voting by majority:

The Board adopts all resolutions and decisions based on approval of a majority of the Board members present (over 50%). Where the number of votes for approval and against is

equal, the vote of the Board's Chairman is the decisive vote; in the case of the Board's Chairman may not vote, opinion of the Supervisory Board is consulted and decided.

5. Tele-conference meeting or other forms of meeting:

The Board meeting may be organized in form of agenda between the Board members when all or some of the members are in different locations, provided that each member participating the meeting can:

- a. Listen to each of other Board members to express their opinions in the meeting;
- b. Speak with all other participants simultaneously. Discussions among members may be carried out directly through telephones or other communications means (included using these means at the time of adopting the Charter or later) or combination of all these methods. The Board members participating in such meeting are considered to be "present" at the meeting. The meeting location organized according to this provision is the location where the group of the largest Board members gather, or if there is no such group, the location shall be the place where the Chairman of the meeting is present. Resolutions adopted in the meeting via teleconference are organized and conducted properly and effectively right at the end of the meeting, but must be confirmed by signature in the minutes by all Board members participating this meeting.

6. Meeting minutes of the Board meeting:

The Board's Chairman must transfer minutes of the Board meeting to all members and minutes is the true evidence of work that has been carried out in the meeting except there are objections on content of minutes during ten (10) days after transfer. Minutes of the Board meeting must be made in Vietnamese language (maybe also in foreign language) and signed by all Board members attending the meeting or minutes must be made in multiple copies and each of them must be signed by at least one (01) Board member participating in the meeting.

Minutes of the Board meeting must to be filed in accordance with laws and Company Charter.

7. Method of opinion gathering in writing of the Board members to adopt resolutions of the Board

In addition to procedures of direct meeting, meeting over the phone, or other forms of written resolutions specified in Article 27 of the Company Charter, the Board may gather the opinions in writing from the Board members to pass resolutions in accordance with the following provisions:

- a. The Board has the right to gather opinions of the Board members in writing to adopt resolutions of the Board at any time if deemed necessary for benefit of the Company;
- b. Persons organize gathering opinions of the Board members in writing must prepare the questionnaire and relating documents. The questionnaire attached relating document must be sent by a guaranteed method to reach the registered address of each Board member.
- c. Written opinion form must contain the following principal contents:
 - Name and head office of the Company;
 - Purpose and issues need to be gathered opinions for passing resolution;

- Full name and title of the Board member;
 - Voting plan includes approval, disapproval and no opinion for each issue to be consulted;
 - Time-limit for sending the answered questionnaire to the Company;
 - Full name and signature of the Board's Chairman.
- d. The answered written opinion form must be signed by the Board member.
- e. Where the Board needs to adopt resolution urgently for benefit of the Company, if the Board members cannot directly sign in written opinion forms, the Board may gather opinions via fax or email or phone messages (officially registered with the Board). The Board members can feedback via email or fax or phone message, original written opinion forms with official signatures shall be sent later.
- f. The Board assigns the vote counting board to conduct the counting of votes and the votes counting minutes in the presence of the Head of Supervisory Board.
- g. Voting minutes shall contain the following principal contents:
- Name and address of Company's headquarters;
 - Purpose and issues need to be gathered the opinions for passing Resolution;
 - Number of the Board members; number of written opinion forms; number of votes with agreed, disagreed and abstained on each issue;
 - Resolutions adopted;
 - Full name and signature of the Board's Chairman, vote counting board and Head of Supervisory Board.
- The Board's Chairman, members of the votes counting board and Head of Supervisory Board shall be jointly responsible for the truthfulness and accuracy of the votes counting minutes; shall be jointly liable for damages arising from the resolutions adopted by the vote counting dishonest and inaccurate.
- h. The answered written opinion forms, votes counting minutes, resolution was adopted and relevant documents attached written opinion forms must be kept at the headquarters of the Company.
- i. Resolution of the Board in writing: Resolution in the form of gathering written opinion adopted is based on approval of the majority of the Board members with voting rights. Where the number of votes for approval and against is equal, the vote of the Board's Chairman is the decisive vote; in the case of the Board's Chairman could not vote, opinion of the Supervisory Board is consulted and decided. This resolution has valid and effective as the resolution adopted at the Board meeting which is generally convened and held.

8. Disclosure of resolutions of the Board.

Within 07 (seven) days from the issuance date, resolutions and decisions of the Board shall be sent to each member of the Board, the individual / organization concerned and to be disclosed information in accordance with the applicable law.

Appendix 4

Order and procedures for selection, appointment and dismissal of the management officers

1. Senior management officers include Director General and other management officers including: Deputy General Director, member of Board of Directors, Financial Controller, Chief Accountant and other management officers appointed by the Board.
2. The selection criteria for senior management officers: In addition to the standards stipulated by law and Article 29 of the Company Charter, senior management officers must be added the following criteria:
 - a. There are good moral character, exemplary observance of law, Charter and rules of the Company;
 - b. Health, qualifications and capacity to perform the tasks;
 - c. Loyalty to interests of the Company and its shareholders.
3. Appointment of the senior management officers:
 - a. General Director shall be appointed by the Board.
 - b. Chairman cum General Director shall be approved yearly by the Annual GAS or Extraordinary GAS;
 - c. Deputy General Director, members of the Board of Directors, Financial Controller, Chief Accountant, representatives of the Company's capital in other enterprises and the Company Secretary shall be appointed by the Board as proposed by the General Director.
4. Information about salaries, allowances and benefits of members of the Board of Directors shall be reported in the Annual GAS.
5. Signing the labor contracts with the senior management officers:
 - a. Chairman to sign the labor contract with the General Director's position.
 - b. Other management officers, representatives of the Company's capital in other enterprises and Company Secretary shall be signed labor contracts with the Director General.
6. Cases of dismissal of the senior management officers:
 - a. Do not meet the criteria specified in paragraph 2 of this Appendix;
 - b. Do not eligible to assume the title of senior management officer;
 - c. There is the written resignation addressed to the head office of the Company before 60 days;
 - d. Be dismissed by decision of the Board.
7. Once removed or dismissed, the senior management officers are responsible for handing over their works to replaced persons by decision of the Board.
8. Announcement of appointment and dismissal of the senior management officers: Information about appointment or dismissal of the senior management officers are notified to relevant individuals / organizations in according to the legal provisions, Company Charter and other regulations of the Company.

Appendix: 5

Processes and procedures to coordinate activities between the Board, Supervisory Board and General Directors

1. Meeting between the Board, Supervisory Board and General Director:
 - a. The regular meeting between the Board, Supervisory Board and General Director is also the meeting of every six (06) months of the Board. Content of meeting for every six (06) months including: assessment reports to the business situation, performance, results achieved of the Company, problems to be overcome and issues arising to be solved (if any) of the Company .
 - b. The Board may also hold the extraordinary meetings between the Board, Supervisory Board and General Director at other times as deemed necessary for benefit of the Company.
 - c. Time, location, invitations, content, agenda, related documents and other matters shall be complied with the provisions of Article 27 of the Company Charter.
2. Within 03 (three) days from issuance date, resolutions and decisions of the Board shall be notified to General Director for organization and implementation, depending on case by case, requirement to organize and perform the tasks, related responsibilities that resolutions and decisions of the Board shall be notified to the Supervisory Board.
3. The Board meeting must be convened at the request in writing of the General Director or majority of the Supervisory Board' members in the following cases:
 - a. The Board, the Board members violated serious responsibilities and obligations of executive management.
 - b. There are important issues related to interests of the Company and its shareholders that need to promptly organize the Board meeting to solve.
4. General Director of the Company is responsible to report the situation, progress of implementation and results of operations on powers and duties assigned by the Board. Report must be maintained every six (06) months and annually or upon request of the Board irregularly.
5. Order and procedures for convening, invitation, recording the minutes, notification of results of meetings between the Board, Supervisory Board and General Director: similar to order and procedures of the Board meeting.

Appendix: 6

Rules on assessing activities, rewarding and disciplining the Board members, Supervisory Board, General Directors and other management officers

The performance assessment, reward and discipline of the Board members, Supervisory Board and other management officers shall comply with laws, Company Charter, Governance Regulation attached this appendix and other provisions of the Company.

1. Performance assessment:

- The Board is responsible for formulating the performance assessment criteria for the subjects are as the Board members, General Director and other management officers.
- The assessment criteria must be ensured the balance of interests of the subjects be assessed with the long-term interests of the Company and shareholders
- Every year, based on the functions, tasks are assigned and assessment criteria have been approved, the Board shall hold performance assessment to the Board members and General Director
- The performance assessment of Supervisory Board shall be held to comply with the provisions of law, Company Charter, Governance Regulation attached this appendix and other provisions of the Company on organization and operation of the Supervisory Board.
- Performance assessment of other management officers shall comply with the internal regulation of the Company

2. Reward:

The Board or the salary and bonus committee is responsible for building salary and bonus systems; reward is based on results of performance assessments defined in Clause 1 of this Appendix

- Objects: individuals / organizations under the salary and bonus regime prescribed by the Board:
 - + The objects are the Board, Supervisory Board, Board members and Supervisory Board members shall be rewarded within the scope of remuneration approved by the GAS
 - + The objects are management officers: reward fund shall appropriate from the Welfare Fund of the Company or other source in accordance with law. Reward rate shall be based on the actual business result annually;
 - . General Director: reward shall be decided by the Board,
 - . Management officers (except General Director): reward shall be decided by the Board after consultation with General Director.
- Forms of reward: cash, stocks or other forms shall be approved by the Board or GAS.

3. Discipline:

- The Board is responsible for building the system of disciplinary based on nature and extent of violation, including highest disciplinary as dismiss or demotion for the Board members, Supervisory Board members and other management officers.
- The Board members, Supervisory Board members and other management officers have the action of violation or failure to comply with the Governance Regulation attached this appendix must be responsible to administrative sanctions or criminal prosecution depending on the nature and seriousness of violation in accordance with law.
- The Board members, Supervisory Board members, the General Director and other management officers who breach their fiduciary duties of care, of good faith and avoidance of conflicts of interest or fail to fulfill their obligations with due diligence and professional capability shall be responsible for any loss and damage caused by their violations.