



*INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE*

Hanoi, April 2021

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SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 23rd, 2021

Pursuant to Law on Securities dated November 26th, 2019

Pursuant to Law on Enterprises dated June 17th, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated Dec. 31st, 2020 guiding the Securities Law issued by Government on December 31st, 2020

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding corporate governance applicable to public companies in Decree 155/2020/ND-CP guiding the Law Securities issued by the Ministry of Finance

Pursuant to Company Charter of Everpia Joint Stock Company

Pursuant to the Resolution of Annual Shareholders Meeting no 01/ĐHĐCĐ2021/NQ dated April 23rd, 2021,

Board of Directors issues the Internal regulation on Corporate governance of Everpia JSC. Internal regulation on Corporate governance includes the following contents:

Chapter 1. GENERAL PROVISIONS

Article 1. Subjects – Scope of regulation

1. Scope of regulation: Internal regulations on corporate governance stipulate the roles, rights and obligations of General Meeting of Shareholders, Board of Directors, General Director; order and procedures for General Meeting of Shareholders; nominate, stand for election, elect, dismiss members of the Board of Directors, Board of Supervisors, General Director and other activities in accordance with Company charter and current regulations.

2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Supervisors, General Director) and related persons.

Article 2. Terminology explanation

1. The terms below are construed as follows:

- a. “Corporate governance” is a system of rules to ensure that the Company is directed to operate and controlled effectively for the benefit of shareholders and related persons of Company. Corporate governance principles include:
 - Ensuring a reasonable governance structure;
 - Ensuring the operational efficiency of Board of Directors and Supervisory Board;
 - Ensuring the interests of shareholders and related people;
 - Ensuring fair treatment among shareholders;
 - Publicly and transparently in the activities of the Company.
- b. “Company” means Everpia Joint Stock Company
- c. Service provider” is an organization that provides electronic voting services or an organization providing services to organize the Online General Meeting of Shareholders. This organization is selected by Company in accordance with the actual situation and the Company's requirements. The service provider can be Vietnam Securities Depository (VSD) or another organization with the function of providing this service.
- d. “Online system” means an application system/software system/Website or another form provided by a service provider or the Company establishes itself to hold General Meeting of

- Shareholders in the form of Online meeting or electronic voting
2. In this Regulation, any article or document to which is referred will include any amendments and supplements to or documents replacing such article or document.

Chapter 2. GENERAL MEETING OF SHAREHOLDERS

Article 3. Roles, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders who have voting rights, is the highest decision-making organization of the Company
2. The General Meeting of Shareholders has all rights and obligations as stipulated in Article 14 of Company Charter and Article 138 of Law on Enterprises

Article 4. Annual shareholders meeting and Extraordinary shareholders meeting

1. The General Meeting of Shareholders is held once a year and within four (04) months from the end of fiscal year. The Board of Directors decides to extend Annual Shareholders Meeting when necessary, but not more than six (06) months from the end of fiscal year. In addition to Annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the meeting is determined to be the place where the Meeting chairman attends the meeting and must be in Vietnamese territory
2. The Company fully complies with the order and procedures for organizing the General Meeting of Shareholders in accordance with Law, Company Charter and internal regulations of the Company. The Company does not restrict shareholders to attend the General Meeting of Shareholders, facilitate shareholders to authorize representatives to attend the General Meeting of Shareholders or vote by registered mail when shareholders request. The company guides the authorization procedures and make a power of attorney for shareholders in accordance with regulations.
3. The Company tries its best in applying modern technologies so that shareholders can participate in the General Meeting of Shareholders in the best way. The Annual General Meeting of Shareholders, an extraordinary meeting can be held in the form of a direct conference or online conference or a combination of these two forms. Organizing in the form of Direct Conference, Online conference or a combination of both forms will be decided by the Board of Directors based on the actual situation and notified to shareholders at the Invitation Letter.
4. Board of Directors, Supervisory Board, person who convenes the General Meeting of Shareholders must make Agenda, choose a reasonable venue and time for shareholders to attend, discuss and vote on each issues of the General Meeting of Shareholders
5. Members of the Board of Directors and Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions of shareholders (if any); In case of force majeure cannot attend, members of the Board of Directors and Supervisory Board must report in writing to Board of Directors and Supervisory Board. In case the Company's audited financial statements have material exceptions, conflicting opinions or terms of refusal, the Company must invite representatives of Audit firm attending the Annual General Meeting of Shareholders and these persons are responsible for attending the Meeting.

Article 5. Competence to convene the General Meeting of Shareholders

1. The Board of Directors is responsible for convening the General Meeting of Shareholders in accordance with Clause 3 Article 13 of Company Charter.
2. The Supervisory Board is responsible for convening the General Meeting of Shareholders as stipulated at Point b, Clause 4, Article 13 of Company Charter.
3. A shareholder or a group of shareholders as mentioned in Clause 3, Article 11 of Company Charter has the right to convene a meeting

Article 6. Make shareholders list and announce the closing date to hold General Meeting of Shareholders

1. The Invitation Letter of the Annual Meeting of Shareholders shall be sent to all Shareholders and shall be published at the same time on the information disclosure system of State Securities Commission and on Company website.
2. Shareholders list who has right to attend AMS shall be prepared not earlier than ten (10) days prior to the date on which the notice of invitation to the Annual Meeting of Shareholders is sent.
3. The Company must disclose the information about close shareholders list at least 20 days before closing date.

Article 7. Notice of convening the General Meeting of Shareholders

1. The Invitation letter must be sent to all shareholders in Shareholder's list entitled to attend the meeting at least twenty one (21) days prior to the date of the opening of the ASM from the date on which the notice is validly sent or delivered, the date on which the postal charge is paid, or the date on which the notice is put in the mailbox.
2. The agenda of the Annual Shareholders' Meeting and documents relating to the issues to be voted at the meeting shall be sent to the Shareholders and/or published on the website of the Company.

Article 8. Agenda and contents of the General Meeting of Shareholders

1. A Shareholders or Group of Shareholders as stipulated in Clause 3 Article 11 of the Charter can propose issue(s) to be included in the agenda of the Annual Shareholders' Meeting must submit the proposal together with the materials justifying the number and duration of holding stocks, and the unified report on the proposed content of the shareholder group. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must contain full names of the Shareholders, number and classes of shares held by them, and the issues proposed to be included in the agenda.
2. If the convenor of the General Meeting of Shareholders refuses the recommendation specified in Clause 1 of this Article, must reply in writing with clear reason at least 02 working days before Meeting date. The convenor may only refuse the recommendation if it falls into one of the following cases:
 - a) The petition was not sent on time;
 - b) At the time of proposal, a shareholder or group of shareholders does not own at least 5% of the total number of ordinary shares;
 - c) The proposed issue is not within the scope of competence of the General Meeting of Shareholders to discuss and approve.

The recommendation is officially added to the agenda of the meeting if it is approved by the General Meeting of Shareholders

Article 9. How to register to participate in the General Meeting of Shareholders

1. Shareholders, or authorized person can register via email, but still have to carry and present the notice of invitation, personal identification, letter of proxy and other documents necessary with the Organizer to register at the General Meeting of Shareholders.
2. The procedure of authorization and filing for appointment of a Proxy: shareholders will make the written authorization for Proxy to participate in the meeting based on the form sent with the Company's documentation. Shareholders can submit prior information about the authorization documents to the Organizing Committee before the opening of the General Meeting of Shareholders.
3. Before Meeting date, shareholders choose the form of registration to attend the General Meeting of Shareholders in the forms specified in the meeting invitation, including:
 - a) Register to attend the meeting by phone, fax, email ...

- b) Authorized representative to attend the meeting.
- c) Other forms as notified by the Company.

Shareholders, authorized representatives of shareholders who have registered to attend the meeting in the above forms but still have to show the meeting invitation, ID card, power of attorney and other relevant documents required to register for attending the meeting.

3. On the day of the meeting, the Company must carry out the shareholder registration procedure and must do so until the shareholders with the right to attend the meeting sign off in the following order:

- a) When registering shareholders, the Company will issue each shareholder or authorized representative with voting rights and / or voting card, on which registration number, full name of the shareholder are recorded. , Full name of authorized representative (if necessary) and number of votes of that shareholder. Shareholders may be granted additional votes in case the General Meeting of Shareholders elects members of the Board of Directors or the Supervisory Board. The form and content of the voting ballot is specified in the Election Rules or the Election Regulations or the Regulation on holding the General Meeting of Shareholders of that meeting;
- b) Method of shareholder registration as stipulated in point a, clause 3 of this Article may be adjusted according to the provisions of the Charter of Working and voting at the General Meeting or the Regulation on holding the General Meeting of Shareholders;
- c) Shareholders or authorized representatives who attend after the meeting has opened have the right to immediately register and then have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents does not change

Article 10. Conditions for conducting the meeting

- 1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total number of votes
- 2. In case the first meeting does not meet the conditions to be conducted under the provisions of Clause 1 of this Article, the invitation to the second meeting shall be sent within thirty (30) days from the intended date of the 1st meeting. The second General Meeting of Shareholders is held when the number of attending shareholders represents at least 33% of the total number of votes.
- 3. In case the second meeting is not eligible to be held under Clause 2 of this Article, the invitation to the third meeting must be sent within twenty (20) days from the intended date of the 2nd meeting. The third meeting is held regardless of the total number of votes of the attending shareholders.

Article 11. Form of approving resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders approves the resolution under its authority by voting at the meeting (through live conference or online conference or a combination of live conference and online conference) or consult shareholders' opinion by written.

Article 12. How to vote

- 1. Unless otherwise specified, when conducting registration of shareholders, the company will issue to each Shareholder or Proxy voting card(s), on which the registration number/code, full name of Shareholders, full name of Proxies (if any) and number of votes of such shareholder.
- 2. The content of the Voting card depends on the agenda of the ASM. The form and content of the Ballot paper are as stipulated in the electoral-vote regulation.
- 3. When conducting the voting at the general meeting, Shareholders will make the voting on voting cards under the guidance of Vote-Counting Committee.
- 4. Typically, Shareholders will put the voting card(s) or the ballot paper(s) which is sealed ballot box for the Vote-Counting Committee to conduct the vote-counting.

5. The Company will obtain the opinions, votes of shareholders with great effort through electronic means and/or direct voting at the meeting. Shareholders demanding to take the remote will be issued with an electronic voting card on conducting remote registration. Electronic voting cards have a value equivalent to direct voting at the meeting. In this case, the shareholders shall send to the ASM's organizers before the voting time.
6. In case of an issue that ASM decide to vote through show-of-hand: the Vote counting Committee will issue another voting card in order to the shareholders/ Proxy to conduct the voting under the guidance of Vote Counting Committee.
7. Other content will be specifically mentioned when the company decided to apply the form of online meeting.

Article 13. Method of counting votes

1. The Annual Shareholders' Meeting shall decide Vote-Counting Committee who shall be responsible to count the votes and supervise the counting of votes at the request of the chairman. The Company will arrange a support team for Vote-Counting Committee with their demand.
2. For remote votes, checking out these cards shall include checking the condition of the sealing, the adequacy of the attached documents and be counted together with the voting cards issued at the ASM.
3. The voting cards shall be classified according to the status of "agree/approve", "disagree/oppose", "other comments" and then (in which the white/ invalid voting card will be combined into the "other comments" group). The total result of each status will be divided by the total number of voting rights
4. Vote-Counting Committee will assign a member to supervise the process and results of the vote-counting. All members must sign the vote-counting minute.

Article 14. Conditions for approving the resolution

1. Conditions for the resolution to be passed by voting at the General Meeting of Shareholders held in the form of a direct conference are implemented according to Clauses 1 and 2, Article 20 of the Company Charter.
2. Voting to elect members of Board of Directors and Supervisory Board shall comply with the provisions of Clause 3, Article 20 of the Company Charter, Article 28 and Article 40 of this Regulation.
3. Conditions for the resolution to be passed by voting at the General Meeting of Shareholders held in the form of Online conferences shall be applied in accordance with the provisions of Clauses 1 and 2 of this Article
4. Except for the contents specified in Clause 3, Article 20 of the Company Charter, the resolution of the General Meeting of Shareholders is passed by consulting shareholders opinion by written if the number of shareholders owns more than 50% of the total votes agrees and this resolution has the same value as the resolution passed at the General Meeting of Shareholders.
5. Resolutions is passed by 100% of the total number of voting shares is legal and effective even when the order and procedures to convene the meeting through such resolution violate regulations of Enterprise Law and Company Charter

Article 15. Announce the results of vote-counting

1. Head of Vote-Counting Committee will read the vote-counting result after completing counting votes
2. The vote-counting minutes must be published on the website of the Company within twenty-four (24) hours from the date of passing ASM's resolution.

Article 16. How to oppose the decision of the Annual Shareholders Meeting

1. Within ninety (90) days from the date of receiving resolution or minutes of meeting of the General Meeting of Shareholders or minutes of consulting shareholders' opinion by written, a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of Company charter (shareholders owning more than 5%) has the right to request the Court or Arbitration to cancel the resolution or a part of the resolution in the following cases:

- a. The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of Law on Enterprises and Company Charter; Except for the case specified in Clause 6, Article 20 of Company charter;
- b. The content of the resolution violates Law or Company charter.

2. Shareholders voting against the resolution on the reorganization of the company or on the change of the rights and obligations of shareholders stipulated in the Charter have the right to require the company to buy back the shares. The request must be in writing, in which clearly states the name and address of the shareholder, the number of shares in each type, the intended selling price and the reason for requesting the company to buy back. The request must be sent to the company within 10 days from the date the ASM passed the resolution on issues specified in this Clause.

Article 17. Prepare minutes of the General Meeting of Shareholders

The Annual Shareholders' Meeting must have its minutes recorded, or noted and stored in another electronic form. The minutes must be in Vietnamese and can be made in English in addition and have the following main contents:

- a. Name, address of the head office, business identification number;
- b. Time and location of the General Meeting of Shareholders;
- c. Meeting agenda and meeting content;
- d. Full names of the chairman and secretary;
- e. Summarizing the meeting's progress and opinions expressed at the Annual Shareholders' Meeting on each issue in the agenda;
- f. Number of shareholders and total number of votes of the participating shareholders, annex of the registered list of the attending shareholders and proxies registering for the ASM with the corresponding number of share, of votes
- g. The total number of votes for each issue voted on, in which clearly states the voting method, the total number of valid, invalid, approved, disapproved and no comment votes, and the corresponding proportion of the total number of votes of shareholders participating the meeting.
- h. The matters that have been passed and the corresponding proportion of approved votes;
- i. The signatures of the Chairman and Secretary of ASM.
- j. The minutes taken in Vietnamese and English are of equal validity. In case of having any differences between the minute content in Vietnamese and that in English, the Vietnamese version shall prevail.
- k. Minutes of the ASM must be prepared and approved before the end of the meeting. The ASM's chairman and secretary shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- l. The minutes of the ASM's meeting must be published on the website of the Company within twenty-four (24) hours from the date of passing GAS's resolution.
- m. The minutes of the ASM shall be considered as authentic evidence of the work conducted at the ASM unless an objection to the contents of the minutes is validly made under the regulatory procedure within ten (10) days from the date of sending the minutes.
- n. Minutes of the ASM, annex of the registered list of the attending shareholders with their signature, the written authorization to participate the meeting and related documents must be kept at the head office of the Company.

Article 18. Announce the resolution of the General Meeting of Shareholders

Resolutions of the Annual Shareholders' Meeting must be posted on the website of the company within twenty-four (24) hours from the date of issuance.

Article 19. Procedures of the General Meeting of Shareholders to approve a resolution by way of voting at direct conference

The order and procedures for the General Meeting of Shareholders to pass a resolution by way of voting at the General Meeting of Shareholders held in the form of a direct conference are implemented according to the provisions from Articles 5 to 19 of this regulation.

Article 20: Order and procedures for the General Meeting of Shareholders to pass resolutions by way of collecting shareholders opinions by written

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions under the authority of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, including the following issues:

- a. Amend, supplement content of the Company Charter;
- b. Adopt the Company's development orientation;
- c. Decide the type of shares and the total number of shares of each class to be offered;
- d. Election, dismissal and removal of members of the Board of Directors and the Control Board;
- e. Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
- f. Through annual financial statements.

2. Procedures for collecting shareholders' written opinions:

- a. Board of Directors must prepare opinion form; Draft Resolution of the General Meeting of Shareholders and other documents explaining the draft Resolution
- b. Notice of closing the list of shareholders to collect shareholders' written opinions in accordance with the provisions of Clause 2, Article 6 of this Regulation
- c. Make a list of shareholders to collect shareholders' written opinions according to the provisions of Clause 1, Article 6 of this Regulation
- d. Send documents and opinion form to shareholders: At least ten (10) days before the deadline to return the opinion form, the Board of Directors must disclose information and at the same time send to all shareholders with voting rights, the draft resolution. General Meeting of Shareholders and explanatory documents for the draft Resolution. Requirements, information disclosure and way of sending opinion form and accompanying documents must comply with Clause 2, Article 7 of this Regulation and Article 21 of the Company Charter.
- e. Receive shareholders' feedback
 - In case of mailing, answered opinion form must be signed by individual shareholder, authorized representative or legal representative of institutional shareholder. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting votes.
 - In case of sending by fax or email, opinion form sent to the Company must be kept confidential until the time of counting votes.
 - The opinion forms sent to the Company after the time specified in the content of the opinion form or opened in case of sending or disclosed in case of fax, email are invalid. The opinion form that is not returned is considered a vote that does not take part in voting
- f. The Board of Directors organizes the counting of votes and makes minutes of counting votes in the presence of the Supervisory Board or of shareholders who do not hold the management

positions of the company. The vote counting minutes must contain the main contents as provided for in Clause 5, Article 21 of the Company Charter. Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; To be jointly liable for damages arising from decisions passed due to untruthful or inaccurate vote counting

3. Resolutions of the General Meeting of Shareholders and minutes of counting of votes must be sent to shareholders within fifteen (15) days from the end of vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the website of the Company, disclosing information to the State Securities Commission and the Stock Exchange within twenty four (24) hours from the end of the vote counting

Article 21. Procedures of the General Meeting of Shareholders to approve a resolution by way of voting at online conference

1. Notice of convening the General Meeting of Shareholders

Notice of invitation to the General Meeting of Shareholders shall be sent to shareholders in the list as prescribed in Article 7 of this Regulation. In addition, the content of the invitation should clearly state the way for shareholders to attend in the form of an online conference ("Online meeting").

2. How to register to attend and authorize

- a. The registration method and the authorization to attend the online meeting will be specified in the Regulation on organizing the online meeting of Shareholders and will be disclosed to shareholders in accordance with regulations
- b. Unless the service provider requires or otherwise states, the shareholders attending the online meeting must also meet the following conditions:
 - There are devices that can connect to the internet (computers, tablets, mobile phones, other electronic devices...).
 - Have a mobile phone number provided by a mobile phone service in Vietnam or have an email address.

3. Conditions for taking place the meeting

The rate to hold an online conference shall comply with the provisions in Article 10 of this Regulation and based on the number of votes of the shareholders attending the online meeting.

4. Form of approving Resolutions of the General Meeting of Shareholders

Shareholders approve the issues in the agenda by way of direct voting on the Online System.

5. Voting method

- a. Each shareholder logs into the online system and performs voting and electing on the online system. The specific way of voting and electing will be guided in the Regulation on holding online meeting, Notice of invitation or other documents of the Company and will be disclosed to shareholders in accordance with regulations.
- b. After logging into account on the online system, shareholders vote by choosing one of three options: Agree, Disapprove or No opinion for each voting issue. For the election, shareholders conduct voting by the same method as direct election
- c. In case of arising contents outside the agenda of the meeting that has sent to shareholders: shareholders can vote, elect additionally on the online system. If shareholders do not vote, shareholders are considered to have no comments on this content.

- d. Shareholders can change the results of voting. Voting results only record the last voting results at the end of voting announced by the Vote Counting Committee. From this times, the online system will lock and shareholders cannot vote.
6. Method of counting votes and announcing the results of counting votes
- a. The way of counting votes shall comply with the provisions of Article 13 of this Regulation. Voting results are calculated by the Vote Counting Committee based on the voting results provided by the Online System.
 - b. Notification of vote counting results shall comply with Article 15 of this Regulation
7. Make minutes of the General Meeting of Shareholders
Minutes of the Meeting is prepared in accordance with Article 17 of this Regulation.
8. Announce the Resolution of the Meeting
The resolution of the General Meeting of Shareholders is disclosed in accordance with Article 18 of this Regulation
9. Obligations of shareholders when attending the online meeting
- a. Shareholders must meet the conditions to participate in the Online System in accordance with the Regulations of the Service Provider or / and as instructed by the Company (for example, with internet-capable equipment, electricity number mobile phone, email address,
 - b. Must register phone numbers, email addresses and update this information if there is any change at any time before attending the meeting to ensure that shareholders can receipt account notifications and take full responsibility for this registered information
 - c. It is the responsibility of the shareholder to keep confidential the username, other identifiers (if any) of account and password to ensure that only shareholder has the right to vote at Online system, except for providing an authorized representative. All voting results of shareholders (either by themselves or through authorization) on the Online System by username with correct password and / or other identifiers will be deemed automatically the opinion of shareholder. Shareholders are responsible for ensuring that the authorized representative will comply with the provisions of this clause similar to Shareholders.

The Company is not responsible for any disputes (if any) between the shareholders and / or the Service Provider and / or the authorized representative relating to assessment of attendance, voting via shareholder access accounts. Shareholders are responsible for all risks related to transactions made by username, password and / or other identifiers of shareholder and take all liability before the law, the Company on the voting results, the election that was done via the Shareholders' access account on the Online System.
 - d. Accept and strictly comply with the contents stated in the Regulations of the Service Provider or / and follow the instructions of the Company when shareholders log in the online meeting
 - e. Coordinate with the Company and / or Service Providers to resolve errors, incidents or other issues related to vote (if any).

Article 22. Procedures of the General Meeting of Shareholders to approve a resolution by way of a combination of direct and online conferences

1. Notice of convening the General Meeting of Shareholders

The notice of the meeting shall be made similarly to the provisions of Clause 1, Article 21 of this Regulation.

2. How to register to attend, authorize to attend the Meeting

Shareholders can register to attend, authorize participation in one of two forms:

- a. Attending the meeting in the form of a direct conference: complying with the provisions of Articles 9 and 10 of this Regulation.
- b. Attend the meeting in the form of an online conference: comply with the provisions of Clause 2, Article 21 of this Regulation.

3. Conditions for taking place the meeting

The rate of conducting the meeting in the form of a direct conference combined with online must comply with the provisions of Article 10 of this Regulation and the total number of votes attending the meeting is calculated for both direct meetings and online meetings.

4. Form of passing Resolutions

Shareholders approve the issues in the meeting agenda in one of two forms

- a. Voting directly at the meeting
- b. Voting through online system

5. Voting method

Shareholders vote, elect the issues in the agenda in one of two forms

- a. Voting directly at the Meeting: Implementing the same provisions as in Article 12 of this Regulation
- b. Voting through online system: \ as stipulated in Clause 5, Article 21 of this Regulation.

6. Method of counting votes and announcing the results

- a. The Vote Counting Committee conducts counting votes on both forms (direct and online).
 - Voting directly at the meeting: complying with the provisions of Article 12 of this Regulation.
 - Online voting on the online system: comply with Clause 6 Article 21 of this Regulation.
- b. Notification of the results \ shall comply with the provisions of Article 15 of this Regulation.

7. Make minutes of the Meeting

Minutes of the Meeting is prepared in accordance with Article 17 of this Regulation.

8. Announce Resolution

The resolution is disclosed in accordance with Article 18 of this Regulation.

Chapter 3. BOARD OF DIRECTOR

Article 23. Roles, rights, obligations and respnsibilities of the Board of Directors and members

1. The Board of Directors is the management organization of the Company, has full powers in the name of the Company to decide and perform the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. Rights and obligations of Board of Directors are stipulated in Article 25 of the Company Charter and Clause 2 Article 149 of the Law on Enterprises.
3. The members of the Board of Directors of the Company must declare to the Company their related interests in accordance with Article 159 of the Law on Enterprises.
4. Members of the Board of Directors have full rights according to the provisions of the Securities Law, Enterprise Law, relevant laws and Company Charter, including the right to be provided with

information and documents about the financial image, business activities of the Company and of the entities in the Company.

5. Members of the Board of Directors have obligations as mentioned in Company charter and the following obligations:
 - a. Perform its duties honestly, carefully for the best benefit of shareholders and Company
 - b. Attend all the meetings of the Board of Directors and give opinions on the issues raised for discussion;
 - c. Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, affiliates and other organizations;
 - d. Report to the Board of Directors at the latest meeting of transactions between the Company, its subsidiaries, the company controlled by the Company over 50% or more of the charter capital with members of the Board of Directors and those with related member's; transactions between the Company and a company in which a member of the Board of Directors is a founding member or manager of the enterprise within the latest 3 years prior to the transaction time;
 - e. Members of the Board of Directors and related persons of such members must disclose information in accordance with the law when conducting transactions of the Company's stocks.

Article 24. Term and number of the Board of Directors

1. The number of members of the Board of Directors is five (05) to eleven (11) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. In case all members of the Board of Directors terminate at the same term, such members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

Article 25. Structure, criteria of members of the Board of Directors

1. Manpower structure of the Board of Directors is as follows:
 - a) Board of Directors structure of the Company must ensure that at least one third (1/3) of the total number are non-executive members. The minimum number of non-executive members is determined by the method of rounding down. The Company limits the maximum number of BOD members who concurrently hold the executive positions of the Company to ensure the independence of the Board of Directors.
 - b) The total number of independent BOD members must ensure the following condition:
 - i. Having at least one (01) independent member in case the Company has five (05) BOD members;
 - ii. Having at least two (02) independent members in case the Company has six (06) to eight (08) BOD members;
 - iii. Having at least three (03) independent members in case the Company has a number of members of the Board of Directors from nine (09) to eleven (11) members.
2. The Chairman of the Board of Directors cannot concurrently hold the title of General Director of the Company.
3. A member of the Board of Directors must satisfy the criteria and conditions specified in Clause 1, Article 151 of the Law on Enterprises and Clause 4, Article 24 of the Company Charter.

4. A member of the Board of Directors of the Company is only allowed to concurrently be a member of the Board of Directors at a maximum of five (05) other companies

5. BOD's members are not necessarily the holders of shares of the Company.

6. In addition to the conditions and standards prescribed by law, BOD's executive members, BOD's non-executive members and BOD's independent members still need to fulfill the following criteria:

- a) Leadership, integrity, responsibility, maturity, ethic and must commands the trust of shareholders, other Board members, managers, and employees of the Company
- b) The ability to balance to the interests of all stakeholders and make reasonable decisions
- c) The professional expertise and education needed to be effective
- d) International business experience, knowledge of local issues, knowledge of the market, products, and competitors

The independence of an independent member of BOD is fulfilled only when that member satisfies the following conditions:

- a) Such member is not a related person of the CEO, Executive Officers, Chief Accountant or any other manager appointed by the BOD;
- b) Such member is not a member of BOD, the CEO or deputy director (deputy CEO) of any subsidiary company, affiliated company or company controlled by the Company;
- c) Such member does not hold over 5% share or the representative of any major shareholder or a related person of any major shareholder of the Company;
- d) Such member has not worked in any organization providing legal advice or auditing services to the Company for the last two (2) years;
- e) Such member is not a partner or a related person of any partner who entered into a transaction with the Company, the value of which accounts for thirty per cent (30%) or more of the total revenue or the total value of goods or services purchased by the Company for the last two (2) years.
- f) Such member is not the person who is receiving salaries or remunerations from the company, except for the remuneration to be enjoyed by the BOD's members according to regulations;
- g) Such member is not the person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural children, adopted children, blood brother, blood sister is the mayor shareholders of the company; the manager of the company or its subsidiary;
- h) Such member is not the person who is working for the Company or its subsidiary; used to work for the company or its subsidiary for at least three consecutive years ago;
- i) Such member is not the person who used to be a member of the Board of Directors or Board of Supervisors of the company for at least 5 consecutive years except for the case of being elected for two consecutive terms.

Article 26. Election, nominating for election members of the Board of Directors

Shareholders or groups of Shareholders holding the number of shares (up to the time of closing the list of shareholders) satisfying Clause 4, Article 11 shall be eligible for candidacy and nomination as follows:

1. The information includes:

- o The name and day of birth of the candidate
- o The educational background of the candidate
- o The professional qualifications and experience of the candidate
- o The positions held by the candidate during the last five (05) years
- o The positions held by the candidate at the moment
- o Other companies' BOD's memberships or official positions (including nominations of the candidate) held by the candidate.
- o The candidate's relationship with Related Persons

- The candidate's relationship with main business partners of the Company
 - Information relating to the financial status of the candidate and other circumstances that may affect the duties and independence of the candidate as a Board member
 - The refusal of the candidate to respond to an information request of the Company.
2. for groups of shareholders: full list of nominated groups of shareholders; proof of ownership; written agreement of the group of shareholders on the nomination of members of the Board of Directors.
 3. Candidates of the Board of Directors will send a written commitment on the truthfulness, accuracy and reasonableness of the personal information provided and commit to perform the task honestly if elected as a member of the Board of Directors
 4. The application will be submitted to Planning Team at the Head Office of the company
 5. In case the number of candidates for Board of Directors through nomination is still insufficient, Board of Directors shall introduce additional candidates or organize the nomination according to Company regulations. The nomination method or way on that Board of Directors introduces candidates must be clearly announced before the General Meeting of Shareholders in accordance with the law.

Article 27. Method of electing members of the Board of Directors

1. The election of the BOD's members is carried out by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Directors and the Shareholders have the right to place all their votes in one or more candidates.
2. Shareholders can distribute the number of votes for each candidate according to the specific number of votes or rate or equal distribution to the selected candidates. In case of distributing evenly, shareholders do not need to fill in the number of votes but select candidates in the manner prescribed in this Regulation.
3. Shareholders select candidates by leaving the names of the candidates selected and dashing the names of candidates not selected. The number of candidates selected should not exceed the number of BOD's members allowed to vote.
4. Based on the approved number of BOD's members, the ASM will base on the percentage of votes casting from high to low, starting from the candidate with the highest number of votes until enough members are elected and must ensure to meet the minimum number of BOD's independent members in accordance with the law and the Charter.
5. In which, independent candidates will be selected first (based on the number of votes from high to low for independent candidates). Once the minimum number of independent members of the Board has been met, the selection of the remaining members of the Board of Directors will be based on the number of votes casting from high to low (including non-independent and the remaining independent BOD candidates). The elected candidates must have at least one (01) vote.
6. For non-independent candidates, in case of selecting between two candidates with equal voting ratio:
 - If the candidates are shareholders, the candidate who holds more shares will be preferred.
 - If the candidates are not Shareholders, the candidate who has a longer term as a member of the Board of Directors will be given priority. In the case of the same term, the number of years will be considered.
7. In cases where there are not enough members or independent members of the Board of Directors, the ASM will re-elect until enough quantity.

Article 28. Cases of dismissal or removal of members of the Board of Directors

1. Dismissal

- a) The dismissal of the members of BOD is stipulated in Item Clause 5, Article 24 of the Charter.

- b) In the case a member of BOD is disqualified under the provisions of law or not qualified, the PIC of corporate governance will be responsible for gathering evidence, information and making a report and proposal for BOD to vote to decide for this case.
2. Removal
- a) The removal of the members of BOD is stipulated in term a, c, d, of Clause 5 of Article 24 of the Charter.
 - b) In the case a BOD member is prohibited by law from being a member of the BOD, the BOD will convene a meeting to make resolutions.
 - c) In the case a member of BOD: fails to fulfil his/her task; commits fraud, etc. Then the PIC of Corporate governance will be responsible for gathering evidence, information and making reports and giving recommendations to ASM for voting.
3. In case the number of members of the Board of Directors is reduced by more than one third (1/3) compared with the number specified in the Company Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one third (1/3) to elect additional members. In other cases, at the latest meeting, the General Meeting of Shareholders elects new members to replace the dismissed members of the Board of Directors.

Article 29. Notice of the election, dismissal or removal of members of the Board of Directors

All cases of change of the Board members related to the election, dismissal or removal, the Board of Directors shall carry out procedures for reporting information changes under the law of enterprise and disclosure of information under the Securities Law.

Article 30. Method of introducing candidates for the Board of Directors

1. Shareholders, groups of shareholders will nominate candidates for the Board of Directors in accordance with the criteria and conditions mentioned in Clause 2 Article 25. All necessary documents and information shall be transferred to the Company for PIC of Corporate Governance.
2. The Board of Directors will endeavor to disclose information about candidates in accordance with the law and depending on the availability of candidate information.
3. In case the number of BOD's candidates through nomination and election is still insufficient quantity needed, the current Board of Directors will introduce more candidates according to the following mechanism:
 - o Selected by the PIC of Corporate Governance through the process;
 - o Recommended by the shareholders and through the evaluation process of the PIC of Corporate Governance
4. The current Board of Directors will announce the procedures for introducing BOD's candidates to the Annual Shareholders' Meeting for approval before nominating candidates in accordance with the law.

Article 31. Election, dismissal and removal of the Chairman of the Board of Directors

1. The Chairman shall be elected, dismissed or dismissed by the Board of Directors from among the members of the Board of Directors. The Board of Directors elect a Chairman by direct and public voting or secret voting. In the case where the candidates for the Chairman have the same number of votes, the candidate who owns or represents with the higher number of shares will be elected. The Chairman of the Board of Directors cannot concurrently hold the position of the General Director of the Company
2. The Chairman, members of the Board of Directors who want to resign or legal entities who want to change their representatives who are holding the position of Chairman, members of the Board of Directors of the Company must request in writing to the Board of Directors. Within a maximum of

sixty (60) days from the date of receiving the written request, the Board of Directors will meet to consider and decide.

3. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement and undertake the work of the Chairman within ten (10) days from the date of received a resignation or was dismissed.
4. In case the Chairman is absent or unable to perform his/her tasks, he/she must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors.

Article 32. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to its business results. The total remuneration and bonus of the Board of Directors will be approved by the General Meeting of Shareholders at the annual meeting. This remuneration will be divided among the members of the Board of Directors according to the Board of Directors agreement or equally divided in case no agreement.
2. Remunerations of Members of the Board of Directors shall be included in the company's operating cost in accordance with regulations of law on corporate income tax, be recorded as a separate item in the company's financial statement, and be reported at the annual general meeting.
3. Members of the Board of Directors who hold executive positions or work at sub-committees of the Board of Directors or performing other jobs which are outside the normal duties of Board of Directors a member may be paid in the form of a one-time lump sum salary, commission, percentage of profit, or in other form according to the decision of the Board of Directors.
4. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses they have to pay when performing their responsibilities as members of the Board of Directors. Including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.
5. Members of the Board of Directors may be purchased by the Company for liability insurance after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liability of the members of the Board of Directors related to the violation of the law and Company Charter.

Article 33. The sequence and procedures for holding BOD's meetings

1. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.
2. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. As request of the Board of Supervisors or independent member of the Board of Directors;
 - b. As request of Director or General Director or at least 05 other executives;
 - c. As request of at least 02 members of the Board of Directors;
3. Notice of the BOD's meeting
 - a. The notice of the BOD's meetings will be sent to the BOD's members by Person in charge of Corporate Governance through each one's e-mail contact that has been registered in advance at the Company.
 - b. The notice of the BOD's meetings shall include the meeting agenda, the time and venue, the necessary documents on the issues discussed and voted at the meetings, the vote ballots for the BOD's members that cannot attend the meeting, and is presented in Vietnamese and English.
 - c. The BOD's members may refuse the meeting invitation or a part of the meeting agenda by

sending an email to the Board of Directors.

4. Right to attend Board of Directors meeting of a member of the Supervisory Board: The Chairman or the convener must send the meeting invitation and related documents to members of Board of Supervisors as the members of the Board of Directors. Members of Board of Supervisors have the right to attend, discuss but cannot vote.
5. Conditions for holding a BOD's meeting
 - a. The meetings of the Board shall be conducted when there are at least three quarters (3/4) of the total number of the BOD's members attending directly or in another form under Clause 8, Article 27 of the Charter.
 - b. Unless otherwise agreed, in case of insufficient number of members attending the meeting as prescribed, the meeting must be convened for the second time within seven (7) days from the date of the first meeting. The second meeting will be held if more than half (1/2) of the BOD's members attend the meeting.

6. Method of voting

A member of the Board of Directors is considered attending and voting at a meeting in the following cases:

- a) Attend and directly vote at the meeting;
- b) Authorize another person to attend the meeting and vote. A member of the Board of Directors may authorize another person to attend the meeting and vote if it is approved by a majority of the members of the Board of Directors;
- c) Attend and vote via online conference, electronic voting or other electronic way;
- d) Send voting card to the meeting by post, fax, or email. In case the votes are sent to the meeting by letter, the votes must be contained in a sealed envelope and sent to the Chairman of the Board of Directors at least one (01) hour before the meeting time. Votes can only be opened in front of all attendees.

7. Method of passing/adopting resolutions of the Board of Directors

- a) The Board of Directors adopts decisions and issues resolutions on the basis that most of the members attending the meeting (> 50%) agree. In case the number of votes for and the number of votes against are equal, the final decision shall belong to the opinion of the Chairman's side.
- b) The resolution in the form of collecting written opinions is adopted based on the approval of most of the BOD's members with voting rights. The resolution shall have the same validity as the one passed at the meeting.

8. Record Minutes of BOD's meetings

- a) Persons in charge of Corporate Governance Officers (the Secretaries) of the company will record the progress of the BOD's meeting in a sufficient, detailed and clear manner. The Persons in charge of Corporate Governance can record the meeting to ensure the accuracy of the meeting's content, progress, and results.
- b) A minute recorded progress shall be completed immediately after each meeting and signed by all participants. The official meeting minutes will be completed within 7 working days from the closing date of the meeting. This official minutes shall be made in English in addition.
- c) In case the chair or minutes maker refuses to sign the meeting minutes, but other member of the Board of Director still sign and the minutes has all the contents specified in Clause 2, Article 158 The Enterprise Law is still in effect.
- d) Minutes of the Board of Directors meetings will be kept for 5 years.

9. Announcement of the BOD's resolutions

- a) Based on the contents, decisions approved by the Board of Directors, the Chairman will sign the BOD's resolutions on behalf of the Board.
- b) These resolutions will be communicated/sent to all members of the Board.
- c) The contents of resolutions within the scope of disclosure of information shall be disclosed according to law provisions.

Chapter 4. BOARD OF SUPERVISORS

Article 34. Roles, rights, obligations and responsibilities of members of the Board of Supervisors

1. Board of Supervisors is responsible to the shareholders of the Company for its supervisory activities. The Board of Supervisors is responsible for monitoring the financial situation of the Company, the legality of the actions Board of Directors, Board of Management and other executives and other duties in accordance with the law and Company Charter to protect the legal rights of the Company and its shareholders
2. Rights and obligations of Board of Supervisors are specified in Article 170 of the Law on Enterprises and Article 42 of the Charter of the Company
3. Responsibilities of members of the Control Board
 - a) Comply with Law, Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in implementing assigned rights and obligations
 - b) Exercise the assigned rights and obligations in an honest, careful and best manner to ensure the maximum legal interests of the Company.
 - c) Be loyal to the interests of the Company and its shareholders; not abuse position and use information, know-how, business opportunities, other assets of the Company for self-interest or for the benefit of other organizations or individuals
 - d) Other obligations as provided for by this Law and the Company Charter
 - e) In case of any violation specified at Points a, b, c, d of this Clause causing damage to the Company or another person, the Supervisor shall be personally or jointly responsible for compensating such damage. Income and other benefits that the Supervisor has due to violation must be returned to the Company
 - f) Violations in performing assigned rights and obligations of Supervisor must be notified in writing to Board of Supervisors
 - g) Board of Supervisors is entitled to provide information in accordance with Article 171 of the Law on Enterprises

Article 35. Term, number and membership structure of Board of Supervisors

1. The Board of Supervisors consists of 03 members
2. The term of Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In case a supervisor at the same time expires and a new term supervisor has not been elected, a supervisor who has passed the term shall continue exercising his/her rights and performing his obligations until the new term is elected.
3. The Board of Supervisors must have more than half of the Supervisors permanently residing in Vietnam. The Head of Supervisory Board must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the business.
4. The Board of Supervisors must meet at least two (02) times a year and the number of members attending the meeting must be at least two-thirds (2/3) of the members of the Board of Supervisors. The minutes of meeting are detailed and clear. The minutes maker and members

of Board of Supervisors attending the meeting must sign. Minutes of meetings must be kept to determine the responsibilities of each member.

5. In case the Board of Supervisors detects the violations of law or Company Charter by members of the Board of Directors, General Director and other executives, the Board of Supervisors must notify in writing to the Board of Directors within forty-eight (48) hours from the time of discovery and request that person terminate the violation and take remedial measures
6. The Board of Supervisors is responsible for reporting at the General Meeting of Shareholders in accordance with Article 290 of Decree 155/2020 / ND-CP dated December 31st, 2020.

Article 36. Criteria applicable to members of Board of Supervisors

1. Must have sufficient civil capacity and must not be prohibited from the management of enterprises in accordance with the Law on Enterprise;
2. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother, natural children, adopted children, brothers or sisters of members of the Board of Directors, General Director and other Executive Managers;
3. Not being an employee in the Accounting and Finance department of the Company and not being a member or employee of an independent audit unit that has audited the Company's financial statements for the last 3 years.
4. Expertise in Auditing or Accounting. Head of Board of Supervisors must be professional Auditor or Accountant, and work full-time at the Company

Article 37. Method of nomination, election to the position of member of Board of Supervisors applicable to shareholder and group of shareholders.

1. Regulation on election and nomination

- a) Shareholders owning shares are entitled to merge their shares to nominate member of Audit Committee. Shareholder or group of shareholders owning from 10% to less than 15% of total voting shares are entitled to nominate one (01) candidate; from 15% to less than 30% are entitled to nominate at most two (02) candidates; from 30% to less than 40% are entitled to nominate up to three (03) candidates; from 40% to less than 50% are entitled to nominate up to four (04) candidates; from 50% to less than 60% is entitled to nominate up to five (05) candidates.
- b) In case the necessary number of members of the Board of Supervisors is not enough after nominating and electing, the Board of Supervisors is entitled to nominate more members or arrange the nomination.

2. Candidate profile

- a) The candidate is required to provide the following information:
 - Full name, date of birth
 - The educational background
 - Qualifications
 - Work experience
 - Name of companies where the candidate is BOD's member or executive managers
 - The candidate's relationship with Related Persons
 - The candidate's relationship with main business partners of the Company
 - Information relating to the financial status of the candidate and other issues that may affect the duties and independence of the candidate as a Board member
 - The letter of refusal to respond to any request on information of the Company (if any)
- b) For group of shareholders: a full list of shareholders; evidence of holding of stocks; written agreement of the group of shareholders on the nomination of Board of Supervisors member.

- c) Candidate must send a written commitment of the truthfulness, accuracy and reasonableness of personal information provided and must commit to perform the duties honestly if elected.
- d) Candidate profile must be sent to the Planning team at the Headquarter.

Article 38. Method of electing members of the Board of Supervisors

- a) The election of the Board of Supervisors members is carried out by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Supervisors and the Shareholders have the right to place all their votes in one or more candidates.
- b) Shareholders can distribute the votes to each candidate according to the specific votes or percentage or evenly distribute them to the selected candidates. In case of equal distribution, shareholders do not need to fill in the number of votes but only need to select candidates in the manner prescribed in this Regulation
- c) Shareholders select candidates by leaving the names of selected candidates intact and stripping the names of unselected candidates. The number of selected candidates must not exceed the number of allowed Board of Supervisors members to vote.
- d) Based on the approved number of the Board of Supervisors members, the General Shareholders will base on the percentage of votes from high to low, starting from the candidate with the highest number of votes until enough members are elected.
- e) In case there are not enough members of the Board of Supervisors, the General Meeting will re-vote until enough quantity.

Article 39. Cases of dismissal or removal of members of the Board of Supervisors

Members of the Board of Supervisors no longer have membership in the following cases:

- a) That member is prohibited to be a member of the Board of Supervisors by law; or not meet qualification and conditions to be Board of Supervisors member decided by law.
- b) That member sent written resignation notice to the Company's head office;
- c) That member has mental disorder and other member of the Board of Supervisors have evidences to prove that he/she has not full capacity for civil acts;
- d) That member does not attend the meetings of the Board of Supervisors for six months continuously without approval and the Board of Supervisors decided that position to be vacant for that time.
- e) That member of the Board of Supervisors is dismissed according to the decision of the General Shareholders.

Article 40. Announcement of election, dismissal or removal of the Board of Supervisors members

All cases of change of the Board of Supervisors members related to the election, dismissal or removal, the Board of Supervisors shall carry out the reporting and information disclosure procedures in accordance with law of enterprise and the Securities Law

Article 41. Salary, remuneration, bonus and other benefits of members of the Board of Supervisors

- a) Members of the Board of Supervisor are paid salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus, other benefits and annual operating budget of Board of Supervisor
- b) Members of the Board of Supervisors are entitled to reasonable expenses for meals, accommodation, travel, and expenses for independent consulting services when they attend meetings or enforce other activities of Board of Supervisor. The total remuneration and expenses

must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has another decision

- c) Salary and operating costs of the Board of Supervisors is recorded in business costs of the Company in accordance with the provisions of the law on corporate income tax, other relevant laws and must be established a separate entries in the annual financial statements of the Company.

Chapter 5. GENERAL DIRECTOR

Article 42. Roles, responsibilities, rights and obligations of the General Director

1. The General Director is the person who runs daily business of the Company, is under the supervision of the Board of Directors, and is responsible to Board of Directors and Law for the performance of assigned rights and obligations.
2. The General Director has rights and obligations as prescribed in Clause 3 Article 162 of the Law on Enterprises and Clause 4 Article 34 of the Company Charter.

Article 43. Term, criteria and conditions of the General Director

1. The term of the General Director is five (05) years unless the Board of Directors has other regulations and can be reappointed with an unlimited number of terms.
2. The General Director must meet the criteria and conditions specified in Articles 64 and 162 of the Law on Enterprises, specifically
 - a) Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises
 - b) Have qualifications and experience in the business administration of the Company
 - c) Not be a person in the family relationship of the enterprise manager, the controller of the Company and the parent company; representative of state capital share, representative of state capital share in the Company and parent company
 - d) Other standards as stipulated by the Company Charter and other internal regulations of the Company
3. Depending on the development stage of the Company, the Board of Directors may adjust and supplement the standards and conditions of the General Director and other executives

Article 44. Standards and conditions of General Director

The standards and conditions for the General Director position include:

1. Expertise and experience in business management in the main business lines of the company (priority given to the individual who owns more Company's shares)
2. A university degree or higher;
3. The General Director must have sufficient civil capacity and must not be prohibited from the management of enterprises;

Article 45. Appointment of General Director

1. Procedures
 - a) PIC of Corporate Governance shall give written nomination for General Director;
 - b) The nominators give opinions in writing for the nominations
 - c) Performing the evaluation of potential candidates through the evaluation mechanism with the participation of the General Director.
2. Appointment
 - a) BOD shall hold meeting to ratify appointment
 - b) Appointment shall be conveyed in the form of BOD's resolution

3. Signing labor contract with General Director
 - a) Salary, compensation, benefit and other terms in the labor contract of General Director shall be decided by BOD;
 - b) Chairman shall represent BOD to sign labor contract with General Director

Article 46. Dismiss or terminate of labor contracts with enterprise executives...

1. Dismissal
 - a) Need for travelling, transferring or rotation of company's personnel
 - b) End of labor contract
 - c) Retirement with no intention for extension or resigning of contract
 - d) Health issue
2. Termination of labor contract
 - a) Unable to fulfill duties or violate of the company's rules and regulations.
 - b) Violate the law, yet not to be held responsible for crime or compelled for termination of contract
 - c) BOD shall hold meeting to ratify decision
 - d) Dismissal and removal should be expressed in BOD's resolution

Article 47. Notice of appointment and dismissal of General Director

Notice of appointment and dismissal of Executive Managers shall be conducted as per the law on publishing of information.

Article 48. Salary, remuneration, bonus and other benefits of General Director

Salary, bonus, remuneration, benefits and other terms in the labor contract with General Director will be decided by the Board of Directors.

Chapter 6. OTHER ACTIVITIES

Article 49. Procedures for convening, sending invitation, recording minutes and announcing meeting results between Board of Directors, Board of Supervisor and General Director

1. Invitation letter, written feedback card of members of the Board of Directors and accompanying documents, meeting minutes and meeting results must be sent to the Board of Supervisor and the General Director at the same time and according to method as for Board of Directors members
2. Board of Supervisor and General Director have the right to attend the meetings of the Board of Directors; has the right to discuss, give opinions but cannot vote.
3. Members of the Board of Directors have the right to attend meetings of Board of Managements (if necessary). Members of the Board of Directors have the right to give their opinions but not to conclude the meeting

Article 50. Notify resolution and decision of Board of Directors to Board of Supervisors

Resolutions and meeting minutes of the Board of Directors must be sent to Board of Supervisors at the same time and in the same manner as to members of the Board of Directors and the General Director.

Article 51. Notify resolution and decision of Board of Directors to General Director

Resolutions of the Board of Directors on the tasks and duties that need to be performed or need to coordinate with General Director must be sent to the General Director at the same time and method as for the members of the Board of Directors.

Article 52. Cases where the General Director and the Board of Supervisors propose to convene meetings and consult opinion of Board of Directors

1. Issues that need to convene meeting of Board of Directors
 - a) Issues under the authority of the Board of Directors arise which may affect the operation of the Company or consider it for the benefit of the Company.
 - b) The request must be in writing, clearly stating the purpose and topic discussion
2. Issues that General Director needs to consult Board of Directors
 - a) The issue should be approved by the Board of Directors or beyond the authority authorized by the Board of Directors to the General Director.
 - b) Serious problems arise when implementing resolutions and decisions of the Board of Directors.
 - c) Other issues that the General Director finds that need to be consulted by the Board of Directors
3. Issues that Board of Supervisors needs to consult Board of Directors
 - a) Reports, conclusions and recommendations of Board of Supervisors that need to be consulted by the Board of Directors before submitting to General Meeting of Shareholders.
 - b) Other issues that Board of Supervisors deems necessary to convene a meeting of the Board of Directors.

Article 53. Report of the General Director to the Board of Directors on the performance of assigned tasks

1. The General Director is responsible for making reports to the Board of Directors by quarterly, six-month, annually about performance and action plan of the Company
2. General Director is responsible for monthly reporting to the Board of Directors on the operation of the Company which is the basis for the members of the Board of Directors to check and supervise the activities of the Company

Article 54. Issues that the General Director must report and provide information to the Board of Directors, the Board of Supervisors

1. The General Director is responsible for implementing the resolutions and decisions of Board of Directors. Specifically:
 - a) When implementing resolutions of the Board of Directors, if the General Director detects the problem that are not beneficial to the Company, he must immediately report to the Board of Directors for consideration and adjustment of resolutions and decisions. If the Board of Directors does not adjust the resolutions and decisions, the General Director still has to implement, but has the right to reserve opinions and make recommendations to the Board of Supervisors of the Company.
 - b) Beside the work that must be submitted to the Board of Directors in accordance with the law, the Company Charter, the General Director has the right to proactively manage the operations of the Company according to working process issued by Board of Directors; decide issues beyond his authority in case of emergency (natural disaster, war, fire, incident...).
 - c) The General Director is obliged to notify the Board of Directors of the transactions between the Company, its subsidiary, and the company controlled by Everpia JSC with the General Director or to people related to the General Director in accordance with the law.
2. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to the Supervisory Board at the same time and in the same manner as to members of the Board of Directors.

Article 55. Coordination between the Board of Directors, Board of Supervisors and General Director

1. Working and coordination principles
 - a) Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executive managers have to take self-responsibility in performing the assigned tasks and coordination to protect the legitimate rights and interests of shareholders and for the development of the Company
 - b) All members have the right to reserve consistent or inconsistent opinions on each content and must give explanation if requested
 - c) Members of the Board of Directors, the Board of Supervisors, and the General Director often exchange information in a supportive manner in accordance with the provisions of the Company Charter and the law to control business activities of the Company as direction approved by the General Meeting of Shareholders, and not disclose or send information without disclosure permission to other third parties for any self-interest purpose or affecting the Company's business.
2. Coordination between the Board of Directors and the Board of Supervisors
 - a) The Board of Directors must ensure that the members of the Board of Supervisors are invited to attend the regular or irregular meetings of the Board of Directors. Contents of these meetings must be sent to the members of the Board of Supervisor at the same time and method as sent to Board members
 - b) In addition to the periodic report, the Board of Supervisors has the right to request the Board of Directors to provide other information related to the management, administration and production and business activities of the Company.
 - c) In the meetings of the Board of Supervisors, the Board of Supervisors has the right to ask members of the Board of Directors, the General Director, members of the internal audit (if any) to attend and answer issues that concern the Board of Supervisors.
 - d) For proposals to amend, supplement and improve the management structure, management plan of the Company, the Board of Supervisors must send proposal to the Board in writing. The Board of Directors is responsible for responding in writing to the Board of Supervisors within fifteen (15) working days.
 - e) For recommendations regarding the selection of an independent auditing company to audit the Company's financial statements, the Board of Directors must respond to the Board of Supervisors in writing within seven (07) working days.
3. Coordination between the Board of Directors and the General Director
 - a) The Board of Directors can use the Company's personnel and equipment to serve the Board's work. For the organization of the General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources at least thirty days (30) days before the meeting.
 - b) At meetings of the Board of Directors, the Chairman of the Board of Directors or the Chairman of the meeting based on the content of the meeting to decide to invite the General Director and/or other executive managers in charge to attend and give opinions (if any). Meeting invitations must be sent at least 5 days in advance.
 - c) At regular or irregular meetings or meetings related to important issues chaired by the General Director, the Chairman of the meeting shall, based on the content of the meeting, decide to invite the Chairman of the BOD and/or BOD members to attend and give opinions (if any). Meeting invitations must be sent at least 5 days in advance.
 - d) The deadline for the Board of Directors to respond to issues in the BOD authorities according to the proposal of the General Director: (i) About the Charter, Regulation on

- corporate governance and organizational structure: within 15 days; (ii) About other issues: within seven (07) working days or another deadline as agreed by the two parties.
- e) In urgent cases, for purposes of their duties, members of the Board of Directors have the right to request the General Director to provide information about the Company's activities in writing. The General Director is responsible for creating favorable conditions for the Chairman of the Board of Directors and the Board members to access information and reports in the fastest time.
 - f) The General Director has the right to refuse to execute and reserve his/her opinions on the decisions of the Board of Directors if he/she finds that this decision goes against with the law, the Company's Charter, the regulations or the Resolutions of the General Meeting of Shareholders. In this case, the General Director must immediately report to the Board of Directors and the Board of Supervisors in writing.
 - g) For the suspension of the General Director's decision, the Board of Directors must make a decision in writing and send it to the General Director within 24 hours from the time of issuing the suspension decision.
 - h) In case of detecting risks that may considerably affect the prestige or production and business activities of the Company, or arising events deemed necessary, the General Director is responsible to immediately report to the Board of Directors for direct monitoring and handling
4. Coordination between the Board of Supervisors and the General Director
- a) In case of necessity, the General Director may invite the Head of the Board of Supervisors and / or members of the Board of Supervisors to attend meetings of the Board of Management and other meetings chaired by the General Director. The meeting invitation must be sent at least 05 days in advance.
 - b) Members of the Board of Supervisors have the right to request the General Director to facilitate the Company's access to data, documents related to the Company's production and business activities. The General Director is responsible for creating favorable conditions for the Head of the Board of Supervisors and the members of the Board of Supervisors to access information and reports in the fastest time.
 - c) In case of detecting risks that may greatly affect the prestige or production and business activities of the Company or arise events deemed necessary, the General Director is responsible to immediately report to the Board of Supervisors for direct follow.
 - d) Periodic and irregular inspections of the Board of Supervisors must have a written conclusion within 15 days after the end of the inspection, send it to the General Director and notify the Board of Directors for further improvement. Depending on the seriousness and results of the inspections, the Board of Supervisors must discuss with the General Director and the Board of Directors before reporting to the General Meeting of Shareholders. In case of disagreement, contents of reservation of opinions must be recorded in the minutes and the Board of Supervisors is responsible to report to the nearest General Meeting of Shareholders.
 - e) For recommendations of the Board of Supervisors regarding business administration, the General Director should respond to the Board of Supervisors in writing within 07 working days from the date of receipt of the recommendation.
5. Cases where the General Director and the Board of Supervisors propose to convene a meeting of the Board of Directors and issues that need consulting with the Board of Directors
- a) Conflict of rights and obligations between the Board of Directors and the General Director, the Board of Directors and the Board of Supervisors

- b) Detecting violations of laws or Company's Charter, injuring the Company's interests from members of the Board of Directors, Board of Supervisors, General Director or other executive managers
 - c) Detecting of any events that seriously affected the production and business activities of the Company
 - d) Crisis settlement exceeding the authority of the CEO
 - e) Transactions between Company and related part
 - f) Significant incidents in the implementation of the resolutions of the BOD
 - g) The issues beyond the authority given to the CEO by the BOD
6. Responsibilities of the Board of Directors, General Director and the Board of Supervisors regarding internal audit
- a) Responsibilities of the Board of Directors
 - Issue internal audit regulations
 - Create favorable conditions to ensure that the internal audit department fully performs the rights and duties as prescribed.
 - Reviewing, inspecting and evaluating the effectiveness and efficiency of the internal audit department; take the main responsibility for the quality assurance of internal audit activities.
 - Equipping necessary resources for the internal audit department.
 - Deciding on the implementation of recommendations of internal audit; urge and monitor the departments to implement recommendations of internal audit; take timely measures when there are any recommendations of internal audit.
 - Approving and adjusting the annual internal audit plan to ensure that the internal audit plan is risk-oriented.
 - Other responsibilities in accordance with laws and internal audit regulations.
 - b) Responsibilities of the General Director
 - Create favorable conditions for internal audit to carry out the assigned tasks and direct the related departments to coordinate with internal audit in accordance with the internal audit regulations
 - Urge the departments to implement the recommendations that are agreed with the internal audit department or under the instruction of the Board of Directors; notify the internal audit department of the implementation of the agreed recommendations.
 - Ensuring the internal audit department is fully informed about changes, new issues arising in the operation of the Company in order to early identify related risks.
 - Other responsibilities in accordance with laws and internal audit regulations
 - c) Responsibilities of the Audit Committee
 - Support and advise the BOD in the development of internal audit regulations and procedures
 - Coordinate closely with the internal audit department in monitoring the Company's business operations, regularly update inspection reports as a basis for conducting thematic inspections in the year.
 - Perform the role of consulting and supporting the internal audit department on internal audit expertise, skills and working plan.
 - Other responsibilities in accordance with the law and internal audit regulations

Article 56. Evaluate the implementation of the Resolution and other issues authorized by the Board of Directors to the General Director

On the basis of the report of the General Director as stipulated in Article 53 and Article 54 of this Regulation and the Report of the Supervisory Board regarding the activities of the General Director, the

Board of Directors shall evaluate the implementation of the Resolution and other issues authorized by the Board of Directors for the General Director.

Article 57. Regulation on annual assessment of activities of members of the Board of Directors, Board of Supervisors and General Director

1. Performance assessment

1.1 Board of Directors

The Board conducts an assessment of each member of the Board. The evaluation is conducted on an annual basis

- a. Criteria for BOD are activity and performance, as shown in following aspects:
 - The results of sales, profits and other non-financial indicators.
 - The proportion of independent, non-executive and executive members of the BOD
 - The number of BOD and committees' meetings and the contents discussed
 - The number of cases of conflict of interest occurred
 - Compliance with confidentiality rules
 - BOD's participation in management training programs
 - The remuneration policy developed for the BOD
 - New policies developed and issued
- b. The evaluation is implemented by setting a specific meeting of BOD for the purpose or, alternatively, setting aside time during a regular meeting to evaluate the work of BOD's member and address performance issues. Records of evaluation shall be kept at the Company according to the storage of confidential information provisions.
- c. Based on the results of the periodic evaluation of BOD'S members, training programs will be provided to develop the knowledge and skills of members. The training program will provide BOD's members with the following contents:
 - New skills, increased professionalism, greater awareness of relevant issues.
 - Access to current knowledge on corporate governance and other issues and opportunities to discuss issues with peers and mentors.
 - An increased appreciation of ethics and values underpinning effective Corporate governance
 - Relevant courses that enable the BOD to discharge their duties and responsibility as BOD members
- d. Members of the BOD will attempt to participate in corporate governance training courses at training establishments recognized by the State Securities Commission.

1.2 General Director

- a) PIC of Corporate Governance and Remuneration committee of BOD shall be responsible for formulating the standard for assessing activities of all members of BOD, the CEO and other Executive managers.
- b) Standard for assessing activities have to be harmonized between the benefits of members of the Executive managers and the long-term benefits of the Company and Shareholders. Financial indicators and non-financial indicators used in assessment shall be considered carefully and decided by BOD at the time. Non-financial indicators can be classified into categories such as relevant interested party, working procedures and efficiency, internal growth and knowledge management.
- c) The BOD conducted the assessment of the CEO and the Executive managers based on the following criteria:
 - Accomplishment of business targets
 - Common responsibilities of senior management
 - Competences and skills of senior management

- d) Criteria on business targets was assessed based on the accomplishment of (i) the common targets of the Company and (ii) the quality targets in each Executive managers following Balanced Scorecard. Other financial, customer, process and learning targets were allocated appropriately for each position.

1.3. Board of Supervisors

- a) Assessment method: Annually, based on the assigned functions and tasks, the Board of Supervisors self-assesses the performance of each member, through regular meetings or electric meetings at appropriate time
- b) Assessment criteria:
 - o Responsibilities of members of the Board of Supervisors regulated in the Company's Charter
 - o Expertise knowledge and skills
 - o Number and quality of internal inspections
 - o Proposals for the Board of Directors and the General Director
 - o Coordination with related parties

2. Rewarding

- a) PIC of Corporate Governance shall be responsible for setting up the reward system. Rewarding is based on results of assessment activities according to this Regulation.
- b) Methods of reward:
 - o In money;
 - o In non-financial forms.
- c) For members of BOD: remuneration will be decided by BOD, in accordance with the approval amount of General Assembly of Shareholders.
- d) For people who manage, reward expenses are drawn from the Company's welfare fund and other legal sources, or will be included in pre-tax expenses in accordance with relevant legislations.
- e) For the members of Board of Supervisors: The Head of the Board of Supervisors proposes to reward the members with outstanding contributions within the total remuneration prescribed in the Company Charter, and must be approved by the Board of Directors.
- f) The Level of reward is based on the practical situation of each year, General Director will propose BOD to approve.

3. Disciplining

- a) BOD shall be responsible for setting up a discipline system, based on the nature and level of breach. The highest level of discipline is removal or dismissal.
- b) Members of BOD, Audit Committee, CEO, the Executive managers who fail to fulfill their tasks with regard to the required level of honesty, diligence, prudence and discharge of obligations, are responsible individually for the damage caused by them.
- c) Members of Board of Directors, Board of Supervisors and General Director who breach the law or regulations of the Company when carrying out his or her duties, shall be disciplined, either by receiving an administrative fine, or being subjected to criminal prosecution in accordance with the disciplinary system and the law depending on the extent of the breaches made. When the breaches cause damages to the benefit of the Company or the Shareholders or others the individual in breach will be liable to make full compensation in accordance with the law.

Chapter 7. SELECTION, APPOINTMENT AND DISMISSAL THE PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 58. Standards applicable to the person appointed to be in charge of corporate governance

- a) Standards for Person in charge of corporate governance:
 - Person in charge of corporate governance must have a good knowledge of the law, and must have a good understanding of the legal regulations relating to the Company and the stock market.
 - Have University degree or higher
 - Understand the Company's business
 - Have high responsibility, good communication, in particular, for mediating and achieving a consensus.
 - Be a person with an impeccable reputation, have integrity.
- b) The requirements and conditions for the Person in charge of corporate governance:
 - Independence: He/she may not concurrently work for the auditing company which currently audits the Company.
 - Responsibility: With extensive knowledge about the business environment, laws and operations, the Person in charge of corporate governance must act with the highest responsibility to protect the interests of the company, shareholders and other parties with related legal benefits
 - Person in charge of corporate governance must participate in training courses regarding corporate governance at training establishments recognized by the State Securities Commission.
- c) Duties of the Person in charge of corporate governance: the Company Secretary has full duties as of Executive Managers as mentioned in this Regulation.

Article 59. Appointment of the person in charge of corporate governance

- a) Person in charge of corporate governance also is Company Secretary. Number of Company Secretary will be decided by BOD on each occasion.
- b) Person in charge of corporate governance (Company Secretary) is a position, appointed by the BOD. The term of Company Secretary is five (05) years or a different period as decided by the BOD on each occasion.

Article 60. Cases in which the person in charge of corporate governance will be dismissed

Board of Directors can dismiss person in charge of corporate governance at any time provided this dismissal align with labor law.

Article 61. Notification of appointment or dismissal of the person in charge of corporate governance

Notice of appointment and dismissal of person in charge of corporate governance shall be sent to General Director and other Executive managers.

Article 62. Training on Corporate Governance

Board of Directors organizes training courses on corporate governance and necessary skills for members of the Board of Directors, General Director, Deputy Director and other managers of the Company.

Chapter 8. DISCLOSURE AND TRANSPARENCY

Article 63. Obligation of disclose information

1. The Company is obliged to fully, accurately and promptly disclose periodic and extraordinary information in accordance with the securities law on information disclosure to shareholders and investors. The Company must fully, accurately and promptly disclose other information if such information is likely to affect stock prices and affect decisions of shareholders and investors.
2. The method of information disclosure is implemented in accordance with Law and Company Charter in order to ensure that shareholders and investors have equal access. The wording in information disclosure should be clear, easy to understand and avoid misleading the shareholders and the investors.

Article 64. Disclose information on corporate governance

1. The Company must report on the corporate governance situation at the Annual Shareholders Meeting and in the Annual Report in accordance with the securities law on information disclosure.
2. The company is obliged to report and disclose information on the corporate governance every six (06) months in accordance with the securities law on information disclosure.

Chapter 9. AMENDMENT AND SUPPLEMENTATION OF CORPORATE GOVERNANCE AND EFFECTIVE DATE

Article 65. Amendment and supplementation of corporate governance

1. The supplement and amendment of the internal regulations on corporate governance must be made by the Board of Directors and submitted to the General Meeting of Shareholders for approval.
2. If these are some regulation related to the Internal Corporate Governance Regulations are not mentioned in this Regulation or there are new laws which are different from those in this Regulation, the Regulations of such law will be applied on corporate governance activities of the Company.

Article 66. Effective date

1. This Regulation contains nine (09) chapters and 66 articles, and it is approved by the General Shareholders' Meeting of Everpia JSC on April 23rd, 2021, replaces the Corporate Governance dated April 24th, 2020.
2. This internal corporate governance regulations is unique and official of the Company.

On behalf of Board of Directors
CHAIRMAN



CHO YONG HWAN