



Everpia JSC
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SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, April, 23rd 2021

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

Pursuant to the Securities law on November 26th, 2019

Pursuant to the Enterprise law on June 17th, 2020

Pursuant to the Government's Decree No.155/2020/ND-CP on December 31st, 2020, detailing the implementation of a number of articles of the Securities Law;

Pursuant to Circular No.116/2020/TT-BTC on December 31st, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP on December 31st, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;

Pursuant to the Charter of Everpia Joint Stock Company

Pursuant to the Resolution of the General Meeting of Shareholders 01/DHDCD2021/NQ dated April 23rd, 2021

The Board of Directors promulgates the Operating Regulations of the Board of Directors of Everpia JSC. The Operating regulations of the Board of Directors includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Subject and scope of regulations

1. Scope of regulations: the operating regulations of the Board of Directors specifies organizational structure, operating principles, the powers and obligations of the Board of Directors and members of the Board of Directors in accordance with the Enterprise Law, Company Charter and other relevant regulations
2. Subject: These regulations are applicable to the Board of Directors and members of the Board of Directors

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates based on the collective principle. Members of the Board of Directors are personally responsible for their work and are jointly responsible before the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors for the development of the company.
2. The Board of Directors assigns the responsibility to the Director (General Director) to organize and execute the resolutions and decisions of the Board of Directors

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

Members of the Board of Directors have rights and obligations as stipulated in the Company Corporate Governance Regulations and relevant law provisions.

Article 4. Right to be provided with information of members of the Board of Directors

1. Members of Board of Directors have the right the request the General Director, Deputy Director and other managers of the company to provide information and document on the financial performance and business activities of the company and of the company's units.
2. Board of Managements is required to promptly, fully and accurately provide information and documents at the request of a member of the Board of Directors.

Article 5. Term of office and number of members of the Board of Directors

1. The number of members of the Board of Directors is at least five (05) people and at maximum eleven (11) people.
2. The term of members of the Board of Directors no more than (05) years and that 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 of a company for no more than 2 consecutive terms.
3. In case all members of the Board of Directors end their 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.
4. The total number of the non-executive members of the Board of Directors must account for at least one third (1/3) of the total number of the members of the Board of Directors. The number of independent members of the Board of Directors meets the requirements of the Company charter.

Article 6. Standards and requirements for members of the Board of Directors

Members of the Board of Directors must meet the standards and requirements specified in the Company Charter, Internal Corporate Regulations and relevant law.

Article 7. Chairman of the Board of Directors

1. The Chairman of Board of Directors is the person responsible of managing the affairs of the Board of Directors, considering and deciding on the governance activities of the Company in accordance with the provisions of the Company's Charter, Internal Corporate Regulations and current Laws provisions, performing the functions, duties and powers permitted under these charter and regulations and under other regulations of the Company.
2. The Chairman of the Board of Directors has the duties and powers as stipulated in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 8. Removal, dismissal, replacement and additional induction of members of the Board of Directors.

The dismissal, removal, replacement and additional induction of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.



Article 9. Method of election, dismissal and removal from office of members other Board of Directors.

Method of election, dismissal, and removal of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 10. Notice of election, dismissal, removal of members of the Board of Directors

1. The Company is responsible for disclosing information about the companies in which the candidate holds the position of member of the Board of Directors or other managerial positions and interests related to the candidate's company (if any) according to Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

2. The announcement of the results of the election, dismissal or removal of members of the Board of Directors shall comply with the guidance regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the body with full powers to exercise all rights and duties in the name of the Company except rights and duties for the authority of General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the General Director and other managers.

3. Other rights and obligations of the Board of Directors is in accordance with the provision of the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 12. Duties and powers of the Board of Directors in approval and signing of transaction contracts

1. The Board of Directors approves contracts and transactions with value less than 35% or transaction contributing to total transaction value arising within 12 months from the date of making the first transaction with value less than 35% of the total assets recorded in the latest financial statements between the Company and one of the following subjects:

Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these subjects;

Shareholders, authorized representatives of shareholders with ownership of more than 10% of the total common share capital of the Company and their related persons;

Enterprises related to the subjects specified in Clause 2, Article 164 of the Enterprise Law;

2. Other duties and powers are as stipulated in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders

The Board of the Directors is responsible for convening an extraordinary General Meeting of Shareholders in accordance the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 14. The bus-committees assisting the Board of Directors

1. The Board of Directors may establish and authorize committees or sub-committees from time to time.
2. The specific powers, organizational structure and operating mechanism of these sub-committees will comply with the relevant law provisions.
3. Execution of decisions of the Board of Directors, or sub-committees under the Board of Directors must comply with current law provisions and provisions of the company's charter, Internal corporate governance regulations.

Chapter IV

BOARD OF DIRECTORS MEETING

Article 15. Board of Directors Meeting

Methods of organizing the Board of Directors meeting, voting and election at the meeting and other related issues are specified in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 16. Minutes of the Board of Directors Meeting

1. All meeting of the Board of Directors must be recorded in minutes and may be recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following main details;
 - a) Name, head office address, enterprise identification number
 - b) Time and venue of the meeting;
 - c) Purpose, agenda and content of the meeting;
 - d) Full name of each member attending the meeting or person authorized to attend the meeting and method of attending the meeting; Full name of members who did not attend the meeting and reasons;
 - đ) Issue discussed and voted on at the meeting;
 - e) Summarize opinions of each attending member according to the order of the meeting's progress;
 - g) Voting results which clearly state members who agree, disagree and have no opinion;
 - h) Passed issues and the corresponding rate of approval
 - i) Full name and signature of the chairperson and minutes taker, except for the case specified in Clause 2 of this Article.
2. In case the chair or the minute taker refuses to sign the meeting minutes but the minutes is signed by all other members of the Board of Directors attending the meeting and has all the contents specified at Points a, b, c, d, đ, e, g and h in clause 1 of this Article, the meeting minutes shall take effect.
3. The chairperson, the minute taker and those who sign the minutes must be responsible for the truthfulness and accuracy of the minutes of the Board of Directors meeting.

4. Minutes of the Board of Directors meeting and the documents used during the meeting must be kept at the head office of the Company.

5. Minutes made in Vietnamese and in a foreign language have the same legal effect. In case there is any discrepancy between the record in Vietnamese and in a foreign language, the Vietnamese version of the record shall prevail

Chapter V

REPORT AND DISCLOSURE OF BENEFIT

Article 17. Submission of annual reports

The Board of Directors must submit reports to the General Meeting of Shareholders in accordance with the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions

Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

Remuneration, bonuses and other benefits of members of the Board of Directors are specified in the Company's Charter, the Internal Corporate Governance Regulations and relevant law provisions.

Article 19. Disclosure of relevant benefits

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise identification number, address of the head office, business lines of the enterprise in which they hold stakes or shares; the rate and date of ownership of such contributed capital or shares;

b) Name, enterprise identification number, address of the head office, business lines of the enterprise in which their related persons jointly or independently own contributed capital or shares of more than 10% charter capital

2. The declaration specified in Clause 1 of this Article must be made within 7 working days from the date the related interest arises. Any amendment or supplement must be notified to the Company within 7 working days from the date of corresponding amendment or supplement.

3. Member of the Board of Directors performing activities in any form within scope of the Company's business on their behalf or on other person's behalf must beforehand justify and explain the characteristic and content of such activities. Such activities can only be performed when approved by the majority of the remaining members of the Board of Directors. If performed without declaration or approval of the Board of Directors, all income earned from such activities belongs to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20: Relationship between members of the Board of Directors

1. Relationship between members of the Board of Directors is a cooperative relationship. The members of the Board of Directors have the responsibility to inform each other on relevant issues in the process of handling assigned work.

2. In the process of handling work, the member of the Board of Directors assigned with the main responsibility must actively coordinate with other members, if there is an issue related to the fields that other members of the Board of Directors are in charge. In case there are differing opinions among members of the Board of Director, the member who holds the main responsibility shall report to the Board of Directors for consideration and decision according to his/her competence or hold a meeting or collect opinions from the members of the Board of Directors in accordance with legal regulations, the Company's Charter and these regulations.

3. In case of reassignment among the members of the Board of Directors, the members of the Board of Directors must hand over related work, files and documents. This handover must be documented and reported to the Chairman of the Board of Directors on such handover.

Article 21. Relationship with Board of Managements

With the governing role, the Board of Directors issues the resolutions for the General Director and the executive board to implement. At the same time, the Board of Directors oversees and supervises the implementation of the resolutions.

Article 22. Relationship with the Board of Supervisor

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and Board of Supervisors follows the principles of equality and independence, at the same time closely coordinating each other in the process of performing duties.

2. Upon receiving inspection records or the general report from the Supervisory Board, the Board of Directors is responsible for examining and directing relevant departments to develop the plan to promptly address.

Chapter VII

TERMS OF ENFORCEMENT

Article 23. Effect of implementation

The Operating Regulations of the Board of Directors of Everpia Joint Stock Company including 07 chapters and 23 articles takes effect from 23rd, April 2021.

On behalf of the Board of Directors

CHAIRMAN

CHO YONG HWAN