

PHU NHUAN JEWELRY JOINT STOCK COMPANY



**REGULATION
ON CORPORATE GOVERNANCE**

Ho Chi Minh City, 21st April 2018

Table of Contents

CHAPTER I: GENERAL PROVISIONS	5
Article 1. Rationale and scope of regulation	5
Article 2. Terms interpretation	5
Article 3. General regulations	6
CHAPTER II: GENERAL MEETING OF SHAREHOLDERS	6
Article 4. Rights of shareholders	6
Article 5. Ensuring the rights of shareholders	7
Article 6: General Meetings of Shareholders.....	7
Article 7. Orders, procedures for convening and voting at the General Meetings of Shareholders	8
CHAPTER III: BOARD OF DIRECTORS.....	10
Article 8. Board of Directors	10
Article 9. Rights and obligations of the Board of Directors	10
Article 10. Orders and procedures for nomination, self-nomination, election, removal and dismissal of members of the Board of Directors	12
Article 11. Rights and responsibilities of members of the Board of Directors	13
Article 12. Orders and procedures for conducting meetings of the Board of Directors	13
Article 13. Report on activities of the Board of Directors at Annual General Meeting of Shareholders	15
Article 14. Operation budget and bonus for the Board of Directors.....	15
CHAPTER IV: SUB-COMMITTEES OF THE BOARD OF DIRECTORS.....	16
Article 15. Sub-committees supporting the operation of the Board of Directors and Board of Directors Office	16
Article 16. Operating budgets of Subcommittees and Boards of Directors Office.....	17

CHAPTER V: SUPERVISORY BOARD	17
Article 17. Supervisory Board	17
Article 18. Rights and responsibilities of Supervisory Board	17
Article 19. The order, procedure of nominating, self-nominating, voting, dismissing, and removing member of Supervisory Board.....	17
Article 20. Rights and responsibilities of the Supervisory Board member	18
Article 21. The order, procedure for conducting a meeting of Supervisory Board	19
Article 22. Reports on activities of Supervisory Board in the Annual General Meeting of Shareholders	20
Article 23. Operating expenditures of the Supervisory Board	20
CHAPTER VI: EXECUTIVES OF THE COMPANY	20
Article 24. Standards for people in charge on corporate governance	20
Article 25. Selecting, appointing and removing the person in charge of corporate governance.....	21
Article 26. Rights and obligations of the person in charge of corporate governance.....	22
CHAPTER VII: THE COORDINATION BETWEEN THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AND GENERAL DIRECTOR	22
Article 27. Principles for coordination of managing, operating, controlling, and monitoring	22
Article 28. The procedures, paper work for coordination of activities between the Board of Directors, Supervisory Board, and General Director	23
Article 29. Providing information at request of members of the Board of Directors, Supervisory Board.....	27
Article 30. The matters must be reported, provided information to the Board of Directors, Supervisory Board by General Director.....	28
Article 31. Reports of General Director	28
CHAPTER VIII: EXECUTIVES OF THE COMPANY	29

Article 32.	Procedure, process of selecting, appointing, dismissing, removing executive of the Company	29
Article 33.	Responsibilities and obligations of authorized representatives of the Company in other organizations.....	30
	CHAPTER IX: RELATED PERSONS AND PARTIES WITH RELATED INTERESTS....	30
Article 34.	Publishing the list of related persons and related interests	30
Article 35.	Transactions with related parties.....	31
Article 36.	Responsibility for being honest and avoiding conflicts of interests of members of the Board of Directors, Supervisory Board members, General Directors, and the company executives.	31
Article 37.	Ensuring the legal rights of stakeholders of the Company	32
	CHAPTER X: DISCLOSURE OF INFORMATION.....	32
Article 38.	Regular disclosure	32
Article 39.	Disclosure of corporate governance activities.....	33
Article 40.	Responsibility for reporting and disclosing of members of the Board of Directors, Supervisory Board, General Directors, executives of the Company	33
	CHAPTER XI: OTHER MATTERS.....	33
Article 41.	Annual evaluation of members of the Board of Directors, Supervisory Board, General Director, and executives of the Company	33
Article 42.	Apply good corporate governance practices in line with international standards	34
Article 43.	Supplement and amendment of this Regulation.....	35
Article 44.	Effectiveness	35

CHAPTER I: GENERAL PROVISIONS

Article 1. Rationale and scope of regulation

- 1.1. This regulation is based on the provisions of Enterprise Law, Securities Law, complying with prevailing principles and regulations on corporate governance.
- 1.2. This regulation specifies basic principles of corporate governance to protect the rights and benefits of shareholders, set up standards of behavior and professional ethics of members of Board of Directors, Supervisory Board and executives of Phu Nhuan Jewelry Joint Stock Company.
- 1.3. This regulation is posted on the website of Phu Nhuan Jewelry Joint Stock Company.

Article 2. Terms interpretation

- 2.1. The following terms shall be interpreted as follows:
 - a. “Corporate Governance” means the system of rules to ensure that the Company is oriented in its management and controlled in an efficient manner for the best interests of its shareholders and stakeholders. Regulations on corporate governance include:
 - To ensure an effective management structure;
 - To ensure interests of shareholders;
 - To provide fair treatment to shareholders;
 - To ensure the roles of the Company’s stakeholders;
 - To be transparent on the Company’s operation;
 - Board of Directors and Supervisory Board manage and control the Company in an efficient manner.
 - b. “Day” means days of the week excluding Sunday and other holidays according to the Company’s regulation;
 - c. ”This Regulation” means the regulation on corporate governance of Phu Nhuan Jewelry Joint Stock Company.

d. Other words used in this Regulation are defined in reference to provisions of Term interpretation in the Charter of Phu Nhuan Jewelry Joint Stock Company.

Article 3. General regulations

3.1. This Regulation is applicable to all organizations, individuals who are related to the Company's operation according to statutory provisions, the Company Charter, and other internal management regulations of the Company and binding all organizations, individuals who have transactions with the Company.

3.2. The titles of articles in this Regulation are only for the convenient purpose to follow, do not affect the meaning of the articles of this Regulation.

3.3. In this Regulation, any references to any article or document shall include its amendments or replacements.

CHAPTER II: GENERAL MEETING OF SHAREHOLDERS

Article 4. Rights of shareholders

4.1. Shareholders have all rights and obligations in accordance with the Enterprise Law, Securities Law, related legal documents and the Company Charter, especially:

- a. The right to freely transfer shares which have been fully paid and recorded in the Company's registry of shareholders, except for cases of transfer restricted by law, the Company Charter and decision of General Meeting of Shareholders;
- b. The right to fair treatment. Each share of the same type provides its holder with equal rights, obligations and interests.
- c. The right to be fully notified periodic and extraordinary information about the Company's operation;
- d. The right and obligation to attend the General Meeting of Shareholders and to vote directly or via an authorized representative or by other methods prescribed by the Company Charter and other related legal regulations;
- e. The priority to purchase the Company's new shares offered proportionally to the shares being held.

4.2. Shareholders have the right to protect their lawful interests. In case the decisions made by the General Meeting of Shareholders or the Board of Directors, General Director and executives violate laws or basis rights of shareholders as prescribed by the law, shareholders have the right to request the cancellation of such decisions in accordance with the orders and procedures prescribed by

the law. If these decisions cause damages to the Company, the Board of Directors, Supervisory Board, General Director and executives must indemnify the Company as prescribed by the Company Charter and related legal regulations. Shareholders have the right to claim the compensation for loss from the Company as prescribed by the law.

4.3. Major shareholders are responsible for disclosing information as prescribed by laws and the Company Charter. Major shareholders must not take advantage of their position to harm the rights and interests of the Company and other minor shareholders.

4.4. Board of Directors must build a mechanism of contact and information exchange frequently with major shareholders.

Article 5. Ensuring the rights of shareholders

5.1. The Company always aims to ensure the legitimate interests of all shareholders, regardless of organization or individual, regardless of nationality and do not discriminate between major shareholders and minority shareholders.

5.2. All legal rights of shareholders in accordance with the prevailing legal regulations, the Company's Charter and other internal management regulations of the Company shall be respected and fairly treated by members of Board of Directors, Supervisory Board members, General Directors, the company executives.

Article 6: General Meetings of Shareholders

6.1. The Company regulates the orders, procedures for convenning and voting at the General Meetings of Shareholders in accordance with Law on Enterprise, related statutory documents and the Company Charter, including main contents as follows:

- a. Announcement of closing the list of shareholders entitled to attend the General Meetings of Shareholders.
- b. Announcement of convenning the General Meetings of Shareholders.
- c. The procedure of registering to attend the General Meetings of Shareholders.
- d. The method to conduct the General Meetings of Shareholders.
- e. Rule of voting, counting votes, and announcing result of vote counted at the General Meetings of Shareholders.
- f. Making minutes of the General Meetings of Shareholders.
- g. The method to raise objection to the resolutions of the General Meetings of Shareholders.
- h. Disclosure of resolutions of the General Meetings of Shareholders.
- i. The resolution approved by the General Meetings of Shareholders by the method of collecting written opinions.

j. Other issues.

6.2. The Company fully complies with the orders and procedures for convening the General Meetings of Shareholders in accordance with the provisions of law, the Company's Charter, this Regulation and other internal management regulations of the Company.

6.3. Annually, the Company must conduct the Annual General Meeting of Shareholders in accordance with the provisions of the Company Charter. The Annual General Meetings of Shareholders must not be held in the form of collecting written opinions from shareholders.

6.4. The Company shall do its best to apply modern information technology to enable shareholders to participate in the General Meetings of Shareholders in the most convenient way, including providing guidance for shareholders on remote voting, or voting through General Meetings of Shareholders online conference.

Article 7. Orders, procedures for convening and voting at the General Meetings of Shareholders

7.1. Announcement of closing the list of shareholders entitled to attend the General Meetings of Shareholders:

a. The list of shareholders entitled to attend the General Meetings of Shareholders is based on the list of securities holders provided by Vietnam Securities Depository. The list of shareholders entitled to attend the General Meetings of Shareholders is prepared in compliance with the provisions of Item 2.1, Clause 2, Article 32 of the Company Charter

b. The list of shareholders entitled to attend the General Meeting of Shareholders must include full name, permanent address, nationality, citizen identification card number, identity card, passport or personal identifications for individual shareholders; full name, business registration number or establishment decision number, address of head office for organization shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

7.2. Notice of convening General Meeting of Shareholders shall be conducted in accordance with the provisions of Clause 3, Article 33 of the Company Charter.

7.3. Registration at General Meeting of Shareholders

a. Before the date of General Meeting of Shareholders: Shareholders select the methods of registration to attend General Meeting of Shareholders written in the notice, including:

- Via email, fax.
- Appointment of a proxy. If organization shareholders send more than one authorized representative, they must specify the number of shares authorized to each person.

- Other methods prescribed by Board of Directors in accordance with legal regulations.
 - b. On the date of General Meeting of Shareholders: the Company conducts procedures for shareholder registration as stipulated in Clause 2, Article 33 of the Company Charter.
- 7.4. Voting method: Forms of vote, rule of voting for each issue are stipulated at Voting and working regulations approved by General Meeting of Shareholders before the meeting's commencement.
- 7.5. Counting votes
- a. The General Meeting of Shareholders shall elect Vote Counting Committee at the request of the Chairperson before the commencement of the General Meeting of Shareholders. The number of members of the Vote Counting Committee is not less than three (3) persons. For sensitive matters and if required by the shareholders, the Company will appoint a neutral organization to conduct the vote counting.
 - b. The vote counting shall be conducted in compliance with the provisions of the Voting and working regulation and the provisions of Clause 14, Article 33 of the Company Charter. The counting result must be recorded in the Minutes of counting votes with full signatures of the members of the Vote Counting Committee. Voting ballots, vote counting minutes and related documents must be sealed and handed over to the Chairperson at the end of the General Meeting of Shareholders.
- 7.6. The total number of voting shares, which votes against or no opinion on each voted matter shall be publicly announced by the Chairperson or Vote Counting Committee and recorded in the Minute of the General Meeting of Shareholders after the vote counting has been completed.
- 7.7. Minutes of the General Meeting of Shareholders are prepared in compliance with the provisions of Article 35 of the Company Charter.
- 7.8. Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the law on securities and published on the website of the Company within twenty four (24) hours from the closing date of General Meeting of Shareholders.
- 7.9. The method of collecting shareholders' opinions in written to adopt resolutions of the General Meeting of Shareholders shall be conducted as regulated in the provisions of Article 36 of the Company Charter. The Company shall not seek written opinions from shareholders on matters which, in accordance with the Law on Enterprises, the Law on Securities, other legal regulations, the Company Charter and this Regulation, must be passed in General Meeting of Shareholders.
- 7.10. Shareholders or groups of shareholders specified in Clause 9, Article 23 of the Company Charter shall have the right to request Courts or Arbitrators to consider and cancel the decisions of the General Meeting of Shareholders in accordance with the provision of Article 37, Company Charter.

CHAPTER III: BOARD OF DIRECTORS

Article 8. Board of Directors

- 8.1. Number of members and term of office of the Board of Directors shall comply with the provisions of Clause 2 and Article 38 of the Company Charter.
- 8.2. Composition of the Board of Directors should ensure the balance among executive members, non-executive members and independent members of the Board of Directors. The number of independent members shall comply with Clause 2, Article 38 of the Company Charter; Number of non-executive members shall comply with the Organization and Operation Regulation of the Board of Directors.
- 8.3. The Board of Directors sets up Subcommittees and Board of Directors Office as its assisting agencies in accordance with the provisions of the Company Charter, this Regulation and its Regulation on the Organization and Operation.

Article 9. Rights and obligations of the Board of Directors

- 9.1. The Board of Directors is responsible to shareholders for the operation of the Company; ensure that the Company fully complies with laws, the Company Charter, this Regulation and other internal management regulations of the Company; treat all shareholders fairly and respect the interests of people whose benefits are related to the Company.
- 9.2. The Board of Directors must comply all rights and responsibilities prescribed by the provisions of the Law on Enterprises, the Company Charter, this Regulation and other internal management regulations of the Company.
- 9.3. The Company decides the orders, procedures for nomination, self-nomination, election, dismissal and removal of members of the Board of Directors and the orders, procedures for organizing meetings of the Board of Directors; and procedures for coordination between the Board of Directors and the Supervisory Board, the General Director which include the following principal contents:
- a. The order and procedures for nomination, self-nomination, election, dismissal and removal of members of the Board of Directors:
- Qualification for members of the Board of Directors;
 - The nomination and self-nomination of members of the Board of Directors;

- Method of electing members of the Board of Directors;
 - The cases of elction, dismissal, or removal of members of the Board of Directors.
 - Announcement of election, dismissal and removal of members of the Board of Directors.
- b. Order and procedures for conducting a meeting of the Board of Directors:
- Notice of the meeting of the Board of Directors, including meeting agenda, time, place, relevant documents, and votes for the members of the Board of Directors who can not attend the meeting;
 - Conditions for conducting a meeting of the Board of Directors;
 - Method of voting at the meeting of the Board of Directors;
 - Method of passing a resolution of the Board of Directors;
 - Recording minutes of the meeting of the Board of Directors;
 - Announcing resolutions of the Board of Directors.
- c. Orders, procedures for coordination among the Board of Directors, the Supervisory Board and the General Director:
- Procedures, orders of convening, sending meeting invitation, recording minutes and announcing meeting results between the Board of Directors, Supervisory Board, and the General Director.
 - Announcing resolutions of the Board of Directors to the General Director and the company executives.
 - The cases of convening the Board of Directors meetings by the General Director and the Supervisory Board and the issues need to be consulted the Board of Directors;
 - Reports of the General Director to the Board of Directors on the performance of assigned tasks and authorities.
 - Assessment of the Board of Directors on the implementation of resolutions and other authorized matters to the General Director.
 - The issues that the General Director must report, provide information and the method to inform the Board of Directors, the Supervisory Board.
 - Coordination of control, management and supervising activities between members of the Board of Directors, Supervisory Board, and General Director based on their specific tasks.

9.4. The Board of Directors shall stipulate the orders, procedures for selection, appointment, and dismissal of the company executives including the following principal contents:

- Qualification for choosing the company executives;
- The appointment of the company executives;
- Signing labor contracts with the company executives;
- Cases of dismissing the company executives;
- Announcing the appointment and dismissal of the company executives

9.5. The Board of Directors is responsible for setting up a mechanism for performance evaluation, rewards, and disciplines on the company executives.

9.6. The Board of Directors is responsible for reporting its activities to the Annual General Meeting of Shareholders in accordance with the provisions of Article 13 of this Regulation.

Article 10. Orders and procedures for nomination, self-nomination, election, removal and dismissal of members of the Board of Directors

10.1. Members of the Board of Directors must ensure the qualification of members of the Board of Directors as stated at Clause 1, Article 40 of the Company Charter. Member of the Board of Directors must not concurrently be member of the Board of Directors at more than five (5) companies, except being the authorized representative of the Company at its subsidiaries and affiliated companies.

10.2. The nomination and self-nomination of members of the Board of Directors shall be conducted in accordance with the provisions of Clauses 3 and 4, Article 40 of the Company Charter. Shareholders or groups of shareholders, who gather voting shares to nominate candidates for members of the Board of Directors, must send a notice of nomination of candidates to members of the Board of Directors to convenor of the General Meeting of Shareholders at least fifteen (15) days prior to the date of the General Meeting of Shareholders. The notice must contain the information of shareholders, the total number of voting shares held, full name of the nominee, and other information relating to the candidates to members of the Board of Directors as stated in Clause 2, Article 40 of the Company Charter.

10.3. Information related to the candidates for members of the Board of Directors is disclosed as stated in Clause 2, Article 40 of the Company Charter for all shareholders to consider before voting.

10.4. The election of members of the Board of Directors, on the basis of cumulative voting, must comply with the regulation on election of members for the Board of Directors, which approved by the General Meeting of Shareholders before conducting the election and ensure its compliance with the Clause 4, Article 34 of the Company Charter.

10.5. A member of the Board of Directors is no longer a member of the Board of Directors when one of the circumstances stipulated in clause 5, Article 40 of the Company Charter occurs.

10.6. The Company discloses information on the nomination, self-nomination, election, dismissal and removal of members of the Board of Directors in compliance with the Law on securities.

Article 11. Rights and responsibilities of members of the Board of Directors

11.1. Members of the Board of Directors have the rights and responsibilities as stipulated in the Law on Enterprises, the Law on Securities, the Company Charter, this Regulation and other internal management regulations of the Company.

11.2. Members of the Board of Directors must exercise all rights and responsibilities as prescribed in a honest, diligent and prudent manner for the highest interests of shareholders and the Company.

11.3. Members of the Board of Directors have the right to access all information and documents relating to the Company's operation in accordance with the provisions of Article 46 of the Company Charter.

11.4. The rights and responsibilities of the Chairperson and the Vice Chairperson of the Board of Directors shall be in accordance with the provisions of Article 41 of the Company Charter.

11.5. The Company may purchase liability insurance for members of the Board of Directors after being approved by the General Meeting of Shareholders. However, this insurance does not cover the liabilities of any member of the Board related to breach of the laws, the Company Charter, this Regulation and other internal management regulations of the Company.

Article 12. Orders and procedures for conducting meetings of the Board of Directors

12.1. The Board of Directors shall conduct its meetings in compliance with the provisions of the Company Charter, this Regulation and the Regulation on Organization and Operation of the Board of Directors.

12.2. First, periodic and extraordinary meetings:

a. In case of electing additional members to the Board of Directors, the first meeting of the Board of Directors shall be conducted in compliance with Clause 1, Article 44 of the Company Charter.

b. The Chairperson of the Board of Directors convenes periodic meetings of the Board of Directors in compliance with the provisions of the Company Charter, this Regulation, and Regulation on the Organization and Operation of the Board of Directors to ensure the compliance with the provision of Clause 2, Article 44 of the Company Charter.

c. The Chairperson of the Board of Directors or the authorized person shall convene extraordinary meetings of the Board of Directors in accordance with Clauses 3 and 5 of Article 44 of the Company Charter. The persons who have the authority to request the Chairperson of the Board of Directors to convene extraordinary meetings of the Board of Directors must make written request, clearly stating the purposes, issues to be discussed and decided under the authority of the Board of Directors.

12.3. Notice of meeting, agenda and related documents must be sent to the members of the Board of Directors in compliance with clause 6, Article 44 of the Company Charter.

12.4. The conditions for conducting a meeting of the Board of Directors shall be in accordance with the provisions of Clause 7, Article 44 of the Company Charter. Any members of the Board of Directors who does not attend the meeting may only authorize other members of the Board of Directors to act as authorized representative.

12.5. Forms of conducting meetings of the Board of Directors:

a. Direct meeting.

b. Telephone meeting or other forms shall be conducted in accordance with the provisions of Clauses 10 and 11, Article 44 of the Company Charter.

c. Collecting opinions in written: The Board of Directors shall collect opinions of the Board members in writing according to the provisions of the Organization and Operation Regulation of the Board.

12.6. The voting method in the meeting of the Board of Directors shall comply with the provisions of Clause 7, Article 44 of the Company Charter, this Regulation, and Regulation on Organization and Operation of the Board.

12.7. Resolutions at meetings of the Board of Directors shall be adopted in accordance with the provisions of clause 9.6, Article 44 of the Company Charter. Resolutions in the form of collecting opinions in written shall comply with the provisions of Clause 13, Article 44 of the Company Charter.

12.8. The meeting content of the Board of Directors must be recorded in minutes and may be sound-recorded, video-recorded and archived in other electronic forms. Minutes of meetings of the Board of Directors must be detailed and clear in accordance with the provisions of the Company Charter, this Regulation, and Regulation on Organization and Operation of the Board. The Chairperson and secretary of the meetings shall be responsible for the truthfulness and accuracy of the minutes of the Board meetings. Minutes of meetings of the Board of Directors and documents used in the meetings must be kept at the head office of the Company in accordance with the provisions of the laws and the Company Charter.

12.9. The Chairperson of the Board of Directors is responsible for forwarding the minutes of the Board meetings to its members in compliance with the provisions of Clause 14, Article 44 of the Company Charter. Board members must sign off on every page of meeting minutes.

12.10. The Board of Directors informs its resolutions to the Supervisory Board members, General Director, and the company executives within forty-eight (48) hours from the date of approval; and the Company discloses such information to the public in compliance with the Law on securities, the Company Charter and this Regulation.

Article 13. Report on activities of the Board of Directors at Annual General Meeting of Shareholders

13.1. Report on the activities of the Board of Directors submitted to the Annual General Meeting of Shareholders must include at least the following contents:

- Evaluating the Company's performance in the fiscal year;
- Results of tasks performance authorized by the General Meeting of Shareholders;
- Results of supervision on General Director and the company executives;
- Evaluating the operation coordination between the Board of Directors and the Supervisory Board;
- Plans for the future and for the next fiscal year;
- Summary of the activities, meetings of the Board of Directors, decisions of the Board of Directors and evaluating the performance of the Board of Directors;
- Remuneration, benefits, and operating expenses of the Board of Directors and each member of the Board.

Article 14. Operation budget and bonus for the Board of Directors

14.1. The Board of Directors shall build an annual operating budget, including the operating expenses of the Subcommittees, who supporting the operation of the Board, and shall not include the salaries of the executive members of the Board. The operating budget plan of the Board of Directors must be approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders.

14.2. Members of the Board of Directors shall be paid salaries, remunerations, bonuses and all other operating expenses in compliance with the provisions of Clauses 7 and 9, Article 40 of the Company Charter.

14.3. The operating budget of the Board of Directors is managed by the Chairperson of the Board and recognized by the Company in compliance with the provisions of the law on corporate income tax.

14.6. The total amount payable to the Board of Directors and each member of the Board of Directors in accordance with the provisions of Clause 8, Article 40 of the Company Charter shall be stated in detail in the Company's Annual Report and informed to all shareholders at the Annual General Meeting of Shareholders.

CHAPTER IV: SUB-COMMITTEES OF THE BOARD OF DIRECTORS

Article 15. Sub-committees supporting the operation of the Board of Directors and Board of Directors Office

15.1. The Board of Directors shall set up Sub-committees to support its operation in accordance with the provisions of Article 43 of the Company Charter and the Office of the Board of Directors as an assistant to the Board of Directors.

15.2. The organizational structure, rights and duties of the sub-committees and Board of Directors Office shall be determined by the Board of Directors as regulated in establishing decisions; ensuring that each Sub-committee has at least one (1) independent member of Board of Directors and one (1) non-executive Board member.

15.3. The Board of Directors shall prescribe the qualifications for members and head of each Sub-committee in the Regulation on Organization and Operation of the Board; ensuring that the head of Subcommittee must be a member of the Board of Directors in accordance with Clause 2, Article 43 of the Company Charter, and work full time at the Company.

15.4. The duties of each member in each Subcommittee shall be proposed by the head of Subcommittee and approved by the Board of Directors. The members of Subcommittees work on a collective basis.

15.5. When Sub-committees have yet been set up, the Board of Directors shall appoint non-executive members to be in charge of related fields and matters.

15.6. The qualification and number of employees working at the Board of Directors Office are prescribed in the Regulation on Organization and Operation of the Board. Salaries and other benefits of employees work at the Board of Directors Office shall be complied with the internal management regulations of the Company.

15.7. The Board of Directors shall inform the contents related to the Sub-Committees as stipulated in this Article to the Supervisory Board members, General Director, and the company executives in forty eight (48) hours since the date of the resolution is adopted; and the Company shall disclose information to the public in accordance with the Law on securities, the Company Charter and this Regulation.

Article 16. Operating budgets of Subcommittees and Boards of Directors Office

16.1. The annual budget for the operation of each Subcommittee and Board of Directors Office is allocated by the Board of Directors from the annual budget of the Board of Directors.

16.2. Depending on the decision of the Board of Directors, members of Subcommittees may be remunerated for their duties, work at the Sub-Committee.

CHAPTER V: SUPERVISORY BOARD

Article 17. Supervisory Board

17.1. Organizational structure and term of Supervisory Board members shall be complied with the regulations on Article 48 of the Company's Charter.

17.2. Standard and election of the Head of Supervisory Board shall be complied with the provisions of Clause 6, Article 49 of the Company's Charter

Article 18. Rights and responsibilities of Supervisory Board

18.1. Rights and responsibilities of the Board of Supervisors shall be complied with the provisions of Clause 1 of Article 48 of the Charter of the Company.

18.2. The rights and responsibilities of the head of Supervisory Board shall be complied with the provisions of Clause 2, Article 48 of the Company's Charter.

Article 19. The order, procedure of nominating, self-nominating, voting, dismissing, and removing member of Supervisory Board

19.1. Supervisory Board member must ensure that the standards of a Supervisory Board member is complied with the provisions of Clause 1, Article 49 of the Company Charter.

19.2. The nomination, self-nomination of Supervisors shall be complied with the provisions of Clauses 2 and 3, Article 49 of the Company Charter. A shareholder or group of shareholders, who devote the voting shares to nominate a candidate for Supervisory Board member, must submit a notice on the nomination to the person who convenes the General Meeting of Shareholders at least ten Five (15) days before the date of General Meeting of Shareholders. The notice must included the shareholder's information, the total number of voting shares on hand, the full name of the nominee, and the information related to the Supervisory Board member candidate, similar to the candidate for the member of the Board of Directors is defined in Clause 2, Article 40 of the Charter of the Company.

19.3. The declaration of information relating to the nominated supervisory board member is similar to the procedure that applied for nominated member of the Board of Directors as stipulated in Item 2, Article 40 of the Company Charter, so that shareholders can learn about the candidate before the vote.

19.4. The election of supervisory board member, on the basis of cumulative voting, must be complied with the regulations on voting supervisory board member approved by the General Meeting of Shareholders before the election and ensuring compliance with the provisions of Clause 4, Article 34, Company Charter.

19.5. Supervisors is no longer have the status of supervisory board member if he/she belong to one of the cases under the provisions of Clause 4, Article 49 of the Company Charter.

19.6. The Company discloses information on the nomination, self-nomination, election, dismissal, and removal of supervisory board member in compliance with the Law on Securities.

Article 20. Rights and responsibilities of the Supervisory Board member

20.1. Supervisory Board member has the rights and responsibilities stipulated in the Law on Enterprises, the Law on Securities, the Charter of the Company, this Regulation and other internal management regulations of the Company.

20.2. Supervisory Board member has the right to request the Board of Directors, the General Director to provide data, documents and explanations relating to the producing and business activities of the Company in accordance with the provisions of the Company Charter and this Regulation.

20.3. Supervisory Board member has the right to access all information and documents related to the operation of the Company in accordance with the provisions of Clause 8, Article 49, the Company Charter.

20.4. The Company builds a mechanism to assist the Controller to operate and perform its duties effectively in accordance with the provisions of law, the Company Charter and this Regulation.

Article 21. The order, procedure for conducting a meeting of Supervisory Board

21.1. Supervisory Board shall organize the meetings in accordance with the provisions of this Regulation, the Regulation on organization and operation of the Supervisory Board, which must be complied with the provisions of Clause 3, Article 48 of the Company Charter.

21.2. The first meeting, periodic and extraordinary meetings:

- a. The scope of the first meeting right after supplementing a member of Supervisory Board is to vote for the Head of Supervisory Board and to issue decision in authority. The first meeting must be conducted within five (5) days from the ending date of voting supervisory board member. This meeting shall be convened by the head of the Supervisory Board or the member with the highest number of votes, in case the term of the head of the Control Board is expires.
- b. Head of Supervisory Board convenes the periodic meetings of the Supervisory Board.
- c. Head of Supervisory Board or authorized person convenes the extraordinary meetings of the Supervisory Board in accordance with Regulations on Organization and Operation of Supervisory Board.

21.3. Notification of the meetings, agenda and related documents must be sent to supervisory board members at least five (5) days prior to the date of the meeting.

21.4. Supervisory Board member can only authorizes to another member of Supervisory Board if he/she can not be in the meetings.

21.5. The methods of voting and approving decisions in the meeting of the Supervisory Board shall be complied with the provisions in the Regulation on Organization and Operation of the Supervisory Board.

21.6. The head of the Supervisory Board shall have to forward the minutes of the Control Board meeting to the members for inspection and to initial on each page of the meeting minutes. The meeting minutes of Supervisory Board and documents used in the meetings must be archived at the head office of the Company in accordance with the provisions of law, the Company's Charter and other internal management regulations.

21.7. Supervisory Board shall notify the Supervisory Board's decisions to the Board of Directors, General Director, and other executives of the Company within forty eight (48) hours from the date the decision is adopted; and the Company must disclose information to the public in accordance with the law on securities and the Charter of the Company.

Article 22. Reports on activities of Supervisory Board in the Annual General Meeting of Shareholders

22.1. Reports on the activities of Supervisory Board for submission to the Annual General Meeting of Shareholders must cover at least the following information:

Results on supervising the Company's financial and operating performance in the fiscal year;

- Results on performance of authorized tasks by the General Meeting of Shareholders, or at the request of the group of shareholders stipulated in Clause 9, Article 24 of the Charter of the Company;
- Results on supervision of members of the Board of Directors, General Director, and the executives of the Company;
- Evaluating the cooperation between Supervisory Board and the Board of Directors, General Director and shareholders.
- Summarizing the meetings of the Supervisory Board, decisions of the Supervisory Board and evaluating the performance of the Supervisory Board;
- Remuneration, benefits, and operating expenses of Supervisory Board and each member of the Supervisory Board.

Article 23. Operating expenditures of the Supervisory Board

23.1. Supervisory Board members are entitled to remuneration, benefits, and reimbursement for the payment of operating expenses in accordance with the provisions of Clause 7, Article 49 of the Charter of the Company.

23.2. The total remuneration, benefits and other operating expenses that the Company has paid to the Board of Supervisors and each member of Supervisory Board is disclosed in the Company's Annual Report and announced to the shareholders at the General Meeting of Shareholders.

CHAPTER VI: EXECUTIVES OF THE COMPANY

Article 24. Standards for people in charge on corporate governance

24.1. The number and working term of the person in charge of corporate governance shall be complied with the provisions of Clause 1, Article 56 of the Company Charter.

24.2. In addition to the criteria prescribed in Clause 2, Article 56 of the Company's Charter, the persons in charge of corporate governance must meet the following additional criteria, unless otherwise decided by the Board of Directors:

- a. Not to be the spouse, fathers, fathers, fathers, fathers, fathers, foster children, brothers, sisters or siblings of members of the Board of Directors, General Directors, and other executives;
- b. Not being concurrently acting as a member of the Board of Directors, General Director, supervisory board member, and Executive Officer of other enterprises operating in the jewelry manufacturing and trading, and other business sectors in which PNJ is operating.

Article 25. Selecting, appointing and removing the person in charge of corporate governance.

25.1. The board of management selects a person in charge of corporate governance among the candidates proposed by the Board of Directors. The candidates are satisfied the criteria specified in Clause 1 of this Article. Individual profiles and statement letter of the candidates must be sent to the members of the Board at least three (3) days prior to the date of the meeting of the Board of Directors to select the person in charge of corporate governance.

25.2. The Board of Directors appoints the person in charge of corporate governance by decision of the Board of Directors at the meeting. Depending on the situation of the Company, the Board of Directors may appoint an assistant for person in charge of corporate governance.

25.3. The Board of Directors dismisses the person in charge of corporate governance in compliance with the decision of the Board of Direction. The decision of dismissal is suitable with the provisions of law, the company's Charter, and this Regulation, and is not contrary to the provisions of law on labor. The person in charge of corporate governance may be dismissed in one of the following cases.

- a. No longer qualified to be the person in charge of corporate governance in accordance with the Charter of the Company and this Regulation;
- b. Failing to complete the assigned tasks; or fail to exercise their rights and obligations within three (3) consecutive months, except for force majeure;
- c. Seriously or repeatedly violating the obligations of the person in charge of corporate governance stipulated in the Law on Enterprises, the Charter of the Company and this Regulation;
- d. Sending a written letter of resignation to the Managing Board and being approved;
- e. In compliance with the decision of the Board of Director.

25.4. The Board of Directors announces the appointment, dismissal of persons in charge of corporate governance in accordance with the law on securities and publishes the decision on the appointment and dismissal of the person in charge of corporate governance on the website of the Company within forty-eight (48) hours from the point of time the Board of Directors approves.

Article 26. Rights and obligations of the person in charge of corporate governance

26.1. The person in charge of corporate governance shall have the rights and obligations under the provisions of Clause 3, Article 56 of the Charter of the Company; and other rights and obligations decided by the Board of Directors when he/she is appointed.

26.2. The person in charge of corporate governance does not have the right authorize another person, including his/her assistant, to perform the rights and obligations stipulated in the Company charter, and this regulation; excepting cases approved by the Board of Directors.

CHAPTER VII: THE COORDINATION BETWEEN THE BOARD OF DIRECTORS, SUPERVISORY BOARD, AND GENERAL DIRECTOR

Article 27. Principles for coordination of managing, operating, controlling, and monitoring

27.1. Board of Directors manages of the Company; to direct, control, and supervise the activities of the General Director, and the executives of the enterprise. The Supervisory Board shall monitor and inspect the operation of the Board of Directors, General Director, and executives of the Company. General Director manages daily operating activities of the Company. The management, direction, administration, control, supervision, and inspection shall be implemented in accordance with the provisions of the Charter of the Company, this Regulation and the other internal management regulations of the Company.

27.2. Supervisory Board, members of Supervisory Board shall not interfere in the managing and administrating activities of the Company, which are in authority of the Board of Director and General Director. When the Board of Directors or General Director issues a decision or sign any document that clearly violated the law, the Company's Charter, this Regulation and other internal management regulations, Supervisory Board has the right to request the Board of Directors or General Director to suspend the decision or document. If the Board of Directors or General Director fails to do so, the Supervisory Board may request to convene a meeting of the Board of Directors in accordance with the provisions of the Charter of the Company to consider such decision or document.

27.3. The Board of Directors, subcommittees of the Board of Directors and members of the Board of Directors shall not interfere or obstruct the executive work of the General Director in accordance with the provisions of the Charter of the Company, this Regulation,

and other internal management regulations of the Company. When the General Director or the executives of the company makes any decisions or sign any documents that clearly violate the law, the company's Charter, this Regulation, and other internal management regulations of the Company. The Board of Directors may request General Director or executive to suspend the decision or document. If the General Director or the executives of the enterprise fails to do so, the Board of Management may convene the meeting of the Board of Directors to consider the responsibility of General Director or the executive. Necessary legal procedures shall be carried out to claim damages if the actions of the General Director or the executives cause damage to the Company.

27.4. The resolutions and decisions of the Managing Board that have been promulgated are enforceable for the General Director and the executives of the Company. If there is disagreement with the decision of the Board of Director, General Director or executives of the company must send a written protest to the Board of Director and Supervisory Board before taking another course of actions in accordance with the provisions of Company Charter, this Regulation and other internal management regulations of the Company.

Article 28. The procedures, paper work for coordination of activities between the Board of Directors, Supervisory Board, and General Director

28.1. The procedures, paper work for coordination of activities between the Board of Directors and Supervisory Board:

a. The Board of Directors:

- + The meeting invitation and enclosed documents sent to members of the Board of Directors must be sent at the same time to the Supervisory Board members;
- + Minutes, resolutions, decisions, and related documents of the Board of Directors that are delivered to General Director must be delivered at the same time to Supervisory Board;
- + Other issues that need opinions contributed by Supervisory Board, Supervisory Board shall have to reply within five (5) days from the date of receipt of the request.

b. Supervisory Board:

- + Regularly informing the Board of Directors the results on operations, consulting with the Board of Directors before submitting the report, conclusion, and proposal to the General Meeting of Shareholders;
- + In the meetings of Supervisory Board, Supervisory Board has the right to request members of the Board of Directors, at the same time request General Director, or executives, internal auditors (if any), and independent auditors, attend and respond to issues that are concerned by the supervisory member;

- + In order to have more information that can be benefit for the managing activities, written conclusions of regular and irregular inspections by Supervisory Board must be submitted to the Board of Directors no later than ten (10) days after the ending date of the inspections. Depending on the level and results of the inspections, the Board of Supervisors should discuss with the Board of Directors, General Director, and other executives before reporting to the General Meeting of Shareholders.
 - + Other issues that need opinions contributed by the Board of Directors, the Board of Directors shall have to reply within five (5) days from the date of receipt of the request.
- c. The relationship between the Board of Directors and Supervisory Board:
- + If it is necessary to perform the supervisory duties, supervisory board members shall have the right to attend meetings of the Board of Directors. At the meeting, supervisory board members have the right to discuss and contribute opinions, but he/she has no right to vote.
 - + In the process of implementing the supervisory and inspecting activities, if Supervisory Board:
 - Detect resolutions and decisions of the Board of Directors, General Director, executives exceed his / her authorities, responsibilities or violate the provisions of law, the Company's charter, this Regulation, and other internal management regulations of the Company, the Supervisory Board must notify in written to the Board of Directors within forty eight (48) hours. After five (5) days from the date of issuance of the notice, Supervisory Board has the right to convene a Board of Director meeting if the Board of Directors, General Director, or executives fail to accept and solve the issue in time; If the issue is still not resolved by the Board of Directors, Supervisory Board may report to the General Meeting of Shareholders in the nearest session or in case of necessity, Supervisory Board may convene an extraordinary General Meeting of Shareholders to solve the issue.
 - Detect the resolutions and decisions of the Board of Director, General Director, executives, or the acts of members of the Board of Director, General Director, executives cause the unfavorable consequences to the Company, shareholders. Supervisory Board must immediately discuss with the Board of Directors, General Director, or executive to consider, modify the resolution, decision, or acts. the Board of Directors, General Director, or executive do not adjust the resolution, decision or such act, Supervisory has the right to include the issue in the meeting between the Board of Directors and the Supervisory Board as stipulated in Clause 3 of this Article for discussion and settlement.

- + If arising matters are under the decision-making authorities of the Board of Directors or the matters to must be submitted by the Board of Directors to the General Meeting of Shareholders, the Board of Directors can consult Supervisory Board for opinions. The decision of the Board of Directors is not depended on the opinion of Supervisory Board.

28.2. The procedures, paper work for coordination of activities between the Board of Directors and General Director:

a. The coordination between the Board of Directors and the General Director:

- In case of emergency, the Board of Directors has right to request the General Director or executives to provide information on the Company's operation and deliver to the Board of Directors within twenty four (24) hours . The Board of Directors is not allowed to use the undisclosed information of the Company or disclose to other persons to carry out related transactions.
- If the Board of Directors should have the opinion of the General Director or executives on some matters, the General Director or executive shall be responsible for the feedback within three (3) days from the date of request receipt.
- Proposed matters by the General Director that under the authority of the Board of Directors in accordance with the provisions of law and the Company Charter must be responded to in seven (7) days or another term agreed by the parties.

b. The relationship between the Board of Directors and General Director:

- Responsibilities and decision-making authorities of the Board of Director, the subcommittees of the Board of Director, Chairperson of the Board of Director, General Director shall be shown in the matrix of authority decentralization issued by the Board of Directors attached to the Regulation on Organization and Operation of the Board of Directors. The General Director shall have the right to decentralize authority and authorize executives if the Board of Directors does not have a prohibition on decentralizing, authorizing the contents or matters falling under the decision-making authorities and responsibilities of General Director.
- The General Director is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors. Specifically:
 - + To refuse to implement the decisions of Chairperson, Vice Chairperson of the Board of Directors or the Subcommittees of the Board of Directors if those decisions violate the law, the Charter of the Company, this Regulation, and resolutions the General Meeting of Shareholders. At the same time, Board of Directors has responsibility to immediately inform members of Supervisory Board.
 - + When executing the resolutions and decisions of the Board of Directors, the subcommittees of the Board of Director figure out the matters which are not favorable to the companies, the Board of Directors must be reported immediately for

considering and modifying the resolutions, decisions. If the Board of Directors or sub-committees of the Board of Directors does not modify the resolution or decision, General Director shall still perform, but he/she has the right reserve his / her opinion and propose to the Supervisory Board.

- + Besides the works have to be submitted to the Board of Directors, General Director shall have the right to take initiative in running the Company's operations in accordance with the regulations on authority decentralization and in conformity with the working process promulgated by the Board of Directors. General Director is authorized to decide the solutions for emergency cases that are out of his/her scope of work; such as natural calamities, enemy sabotage, fires or incidents ... but Chairperson must be notified immediately.
- If the General Director is not a member of the Board of Directors, General Director still has right to attend the meetings of the Board of Directors, has the right to discuss and make suggestions, but shall not be entitled to vote.
- The meetings organized by the sub-committees of the Board of Directors in accordance with the provisions in the Regulation on organization and operation of the Board of Directors, the head of the sub-committee shall conclude the meeting.
- If it is necessary, members of the Board of Directors have the right to attend meetings convened by General Director or executive. Members of the Board of Directors have the right to express their opinions but can not conclude the meeting.
- For important matters of the Company such as participating in the surveying, expanding domestic and foreign markets, or negotiating and signing contracts that beyond the authorities of the General Director, Chairperson of the Board of Directors has the right to nominate General Director as a consultant to the Chairperson of the Board of Directors.
- For meetings the Company is invited to attend, excepting for cases of invitation by name, depending on the nature of the meeting, the General Director can assign the representative of the Company to attend the meeting.

28.3. Meetings between the Board of Directors and Supervisory Board, General Director:

- The Board of Directors, Supervisory Board, and the General Director shall discuss the Company's business together in a the meeting at least once in every six (6) months.
- The Board of Directors and General Director discuss the Company's business at least once a quarter. According to the annual, quarterly work plan of the Board of Directors, subcommittees of the Board of Directors shall conference with General Director at least once in every quarter.

28.4 The procedures and order of convening, meeting invitations, minutes and notifying the results of meetings between the Board of Directors, Supervisory Board, and General Director shall be conducted similar to the meetings of the Board of Directors stipulated in Article 12 of this Regulation.

28.5. General Director, executives, and Supervisory Board have right to send a written request to convene a meeting of the Board of Directors in accordance with Article 44 of the Company's Charter.

28.6. Announcing resolutions and decisions of the Board of Directors

- All resolutions and decisions of the Board of Directors, the reports on the supervising results of General Director and executives, the reports on the evaluation of the business operation and management of the Company by the Board of Directors must be send to Supervisory Board and General Director no later than three (3) days from the date of approval.
- All reports, conclusions and recommendations of the Board of Directors to the General Meeting of Shareholders, in addition to the reports regulated in the Charter of the Company, must be sent to Supervisory Board and General Director no later than seven (7) days before the date of the General Meeting of Shareholders.

Article 29. Providing information at request of members of the Board of Directors, Supervisory Board

29.1. Members of the Board of Directors, Supervisory Board have the right to request General Directors or executives, and managers of units in the Company to provide information and documents on financial situation and business operations of the Company and of the units in the Company in accordance with the provisions of the Company Charter and this Regulation.

29.2. If there is demand on information or documents relating to the Company's operations, in addition to the information and documents disclosed by the Company, or sent to the meetings or sent periodically, member of the Board of Directors, Supervisory Board must send the form of request by e-mail or in written to Chairperson of the Board of Director as well as head of Supervisory Board, General Director, and requested person in least five (5) days before the date scheduled to be provided. The form request must clearly state the list and format of information, documents, time of supply, address of receipt and purpose of use of information and documents requested.

29.3. Chairperson of the Board of Directors and Head of Supervisory Board have the right to exchange their opinions with the members of the Board of Directors, Supervisory Board, who request the information, about the content of the request form and the method of keeping confidential the information and documents required.

29.4. Recipient of the request are required to provide promptly, fully and accurately information and documents as request of members of the Board of Directors, Supervisory Board. At the same time, members of the Board of Directors, Supervisory Board are

required to directly check, sign and return information receipts with the signature of the requested persons; Including the case that information and documents are sent by registered mail to the address stated in the request form.

29.5. Right after completely provide the information, the requested person must notify Chairperson of the Board of Directors, Head of Supervisory Board, and General Director the list, the copy of content, archiving information method, provided document, time and place of information supply, and copy of the receipt within twenty four (24) hours from the moment of receiving this form from the member of the Board of Directors, Supervisory Board.

29.6. Members of the Board of Directors, Supervisory Board must comply with the regulations on confidentiality of the Company's information at the working places, contact and exchange with lower tier of management of General Director, attend meetings of the General Director with other managers, receive the information and documents provided.

Article 30. The matters must be reported, provided information to the Board of Directors, Supervisory Board by General Director.

30.1. General Director shall report and provide information to the Board of Directors and Supervisory Board on matters that are under authorities of the Board of Director and Supervisory Board in accordance with regulations in the Company's charter and this Regulation.

30.2 The General Director can report and provide information to the Board of Directors and Supervisory Board through periodical reports, thematic reports and unusual reports in accordance with the provisions of this Regulation and the forms in reporting system of the Company, or through direct reports at meetings with the Board of Directors, Supervisory Board.

Article 31. Reports of General Director

31.1. General Director must report to the Board of Director periodically once a month on the implementation of the rights and responsibilities assigned in Article 52, the Charter of the Company, the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, including matters authorized by the Board of Directors to perform. In case of necessity, the Board of Directors can request General Director to make a quick report or weekly report on some issues and matters concerned by the Board of Directors.

31.2. General Director shall create and send to the Board of Directors a report on the evaluation business performance of the Company, in the form issued by the Board of Directors, at the end of each quarter, every six months, and at the end of each financial year. This report must be sent to the Board of Directors as well as members of Supervisory Board.

31.3. Except for report on the evaluation business performance of the Company , General Director can authorize an executive who is in the organizational management structure of the Company to make other reports in compliance with this Article. The authorization must be notified and approved by the Board of Director in advance.

31.4. General Director's reports regulated in this Article must be made in compliance with the regulations and forms of the reporting system of the Company; reflect fully and accurately the contents and issues need to be reported and sent on time.

31.5. The Board of Directors must have feedback on the implementation of the resolutions and decisions of General Meeting of Shareholders and the Board of Directors; and the issues that the Board of Directors authorizes General Director to solve.

CHAPTER VIII: EXECUTIVES OF THE COMPANY

Article 32. Procedure, process of selecting, appointing, dismissing, removing executive of the Company

32.1. The Board of Directors shall unanimously agree and announce the criteria for the selection of executives under authority of the Board of Directors. The standards of competence decided by the Board of Directors must be in compliance with the law, the company's Charter and internal management regulations on the Company's personnel. For General Director, the Board of Directors must Comply with the provisions in Article 51, the Company's Charter.

32.2. Based on the proposal of the General Director or at least three (3) members of the Board of Directors, the Board of Directors shall appoint, dismiss, discharge, sign the labor contract, decide the salary and other benefits for executives of the enterprise in accordance with the provisions of the Company Charter, this Regulation, and the internal management regulations personnel of the Company. The appointment must have timely limitation and business executives can be re-appointed with unlimited number of terms, as decided by the Board.

32.3. The Board of Directors can authorize in written Chairperson to make decision on the appointment, dismissal, or removal of the executives of the enterprise. General Director is the representative of the Company to sign a labor contract with the appointed executives.

32.5. The Board of Directors shall decide on the dismissal, removal of the executives of the Company in the following cases:

1. Having a letter of resignation or termination of the labor contract with the Company;
2. Failure to complete the duties in two (2) consecutive years;
3. Attitudes and behaviors in the work process are significantly negative impact on the Company according to the evaluations of the Board of Directors and sub-committees of the Board of Directors.

4. Failing to meet the criteria and conditions prescribed in this Regulation, or violating the regulations on the rights and obligations of the enterprise executive as regulated in the Company's charter, this Regulation, and other internal management regulations of the Company;

5. The title is no longer exist as the consequence of change in organizational structure of the Company in compliance with resolutions of General Meeting of Shareholders or the Board of Directors.

32.6. In case the Board of Director appoints more than one authorized representative of the Company at the same subsidiary or associate company, it shall appoint a head of the authorized representatives and specify the responsibilities of the head of authorized representatives.

32.7. The Board of Directors shall announce the appointment, signing of labor contracts, dismissal and removal of executives in compliance with the provisions of the law on securities. The announcement of decisions on appointment, dismissal or removal from office of the executive shall be posted on the Company's website within forty-eight (48) hours right after the Board of Directors passes the decision.

Article 33. Responsibilities and obligations of authorized representatives of the Company in other organizations

33.1. The authorized representatives of the company in other organization has responsibilities and obligations regulated in the provisions of Article 57, the Company Charter.

33.2. If there are more than one authorized representative of the Company in another organization, the head of the authorized representatives shall be responsible for organizing the performance of the obligations of the authorized representatives stipulated in Clause 2 and 3, Article 57, the company Charter.

CHAPTER IX: RELATED PERSONS AND PARTIES WITH RELATED INTERESTS

Article 34. Publishing the list of related persons and related interests

34.1. The Company publish the list of related persons and interests in compliance with the provisions of Article 59, Charter of the Company.

34.2. If there is need for consideration, extraction and copy a part or the whole declared content provided in Clause 1 of this Article; shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board member, executives must send written requests to Chairperson of the Board of Directors, Head of Supervisory Board and General Director at least three (03) days before the expected date of receiving the response. The request form must clearly state the information of the person who made the request, declared content and period of time need to be considered, extracted and copied.

34.3. The person who made the request is arranged and notified by the Board of Directors in the fastest way about appropriate time during working hours of the Company and at the head office of the Company for consideration, extraction, copy declared content stated in the request form. In case of copying, the requester must initial on each copy of declared content. The Board of Directors will retain one (01) copy of the declared content with the signature of the requester on it.

34.4. The requester of consideration, extraction, copy declared content at this Article must comply with related regulations on information confidential of the Company.

34.5. Opinion of requester, if any, about the declared content must be notified by the Board of Directors to the Supervisory Board and the General Director as soon as possible.

Article 35. Transactions with related parties.

35.1. The implementation of contracts, transactions must comply with the provisions of Clause 9, 10 and 11, Article 59, Company Charter. When conducting transactions with relevant parties, the Company must sign written contracts on the principle of equality and voluntary. The content of contracts must be clear, specific, and disclosed to shareholders upon request.

35.2. The Company applies necessary measures to prevent related parties from interfering in the Company's activities and harming the Company's interests by controlling the Company's sales channels and manipulate the price.

35.3. The Company applies the necessary measures to prevent major shareholders and related parties from conducting transactions that result in loss of capital, assets or other resources of the Company.

Article 36. Responsibility for being honest and avoiding conflicts of interests of members of the Board of Directors, Supervisory Board members, General Directors, and the company executives.

36.1. Members of the Board of Directors, Supervisory Board, General Director, executives of enterprise must declare related persons and interests in compliance with the provisions of the Enterprise Law, Securities Law, the Company Charter, and this Regulation.

36.2. Members of the Board of Directors, Supervisory Board, General Director, the company executives must notify the Board of Directors the transactions between the Company, subsidiaries, entities controlled by the Company with that members or persons related to that members in accordance with the provisions of the Securities Law. The Company must publicize information about resolutions of the General Meeting of Shareholders or the Board of Directors which have approved these transactions within twenty four (24) hours on the Company's website and report to the Ho Chi Minh City Stock Exchange, State Securities Commission.

36.3. Members of the Board of Directors are not allowed to vote for transaction that they or their related parties involve in, including transactions that their material or non-material benefits have not been defined.

Article 37. Ensuring the legal rights of stakeholders of the Company

37.1. The Company must respect the legitimate interests of related parties of the Company, including banks, creditors, employees, consumers, suppliers, the community, and others.

37.2. The Company need to actively cooperate with stakeholders:

a. Providing sufficient information to banks and creditors to help them evaluate the Company's performance and financial situation, and make decisions.

b. Encourageing stakeholders to express their views on the business situation, financial position, and important decisions that related to their interests through direct contact with the Board of Directors, Supervisory Board, and General Director.

37.3. General Meeting of Shareholders, Board of Directors, Supervisory Board, General Director and executives of the Company always respect and ensure rights and interests of the employees of the Company; always consider interests of workers in any decisions. In case of necessity, the General Meeting of Shareholders, Board of Directors, General Director may consult with employees or organization that represents for employees before making any decisions.

37.4. The Company must comply with all the regulations on labor, environment, society; have responsibilities to the community and society.

CHAPTER X: DISCLOSURE OF INFORMATION

Article 38. Regular disclosure

38.1. The Company must disclose completely, accurately, and timely the periodic and extraordinary information about business activities, financial position and management activities of the Company to shareholders and the public. Information and method of information disclosures is conducted in compliance with the Law on Securities, Charter of the Company, and this Regulation. In addition, the Company must disclose timely and sufficiently other information if such information is likely to affect the stock price and the decisions of shareholders and investors.

38.2. The disclosure must be provided in a manner which ensures fair and equitable access to shareholders and the public. Languages in the disclosure should be clear, understandable, and avoid misleading shareholders and the public.

Article 39. Disclosure of corporate governance activities

39.1. The Company must disclose corporate governance information at the Annual General Meeting of Shareholders and in the annual report of the company in compliance with the Law on Securities.

39.2. The Company is obligated to report periodically in every six (6) months and disclose information on corporate governance in compliance with the Law on Securities.

Article 40. Responsibility for reporting and disclosing of members of the Board of Directors, Supervisory Board, General Directors, executives of the Company

40.1. In addition to the responsibilities provided in Article 36 of this Regulation, members of the Board of Directors, Supervisory Board, General Directors, and executives are responsible for reporting and disclosing information on transactions in following cases:

- a. Transactions between the Company and companies in which the members mentioned above were the founders or members of Board of Directors, General Director in the last three (3) years.
- b. Transactions between the Company and companies in which related parties of the members mentioned above are members of Board of Directors, General Director, or major shareholders.

CHAPTER XI: OTHER MATTERS

Article 41. Annual evaluation of members of the Board of Directors, Supervisory Board, General Director, and executives of the Company

41.1. Evaluation on performance:

- a. The Board of Director is responsible for building content, criteria, and method of effective assessment of each member of the Board of Directors, General Director, and executives of the Company.
- b. Based on the Company's detailed annual business plan, the Board of Directors, Supervisory Board, and General Director will make decisions, at the first meeting of fiscal year, on the content, criteria, and assessment method of the positions under their decisive jurisdiction. The implementation of evaluation of the Board of Directors and Supervisory Board are carried out by professional method, each member of the Board of Directors and Supervisory Board is an expert, final result is the average of evaluation results of all experts.
- c. Procedures and order of conducting meetings on evaluating performance and publicizing the results of evaluation on performance of the members of the Board of Directors and the Supervisory Board are specifically stipulated in the Regulation on Organization and Operation of the Board of Directors, Supervisory Board.
- d. The evaluation performance of the General Director and the company executives is carried out based on the labor contract and other internal management regulations of the Company.

41.2. Reward and discipline:

- a. The Board of Directors applies rewards in form of public document, whether or not accompanied with cash is depended the performance of members of the Board of Directors, General Director and executives. The budget for reward is from the performance reward fund of the Board of Directors according to the resolution of the Annual General Meeting of Shareholders.
- b. The Board of Directors and Supervisory Board apply discipline in form of public document based on the performance of members of the Board of Directors, Supervisory Board, with the highest discipline is to propose the dismissal to the General Meeting of Shareholders.
- c. Forms of reward and discipline, procedures and order for organizing commendation meetings and announcing reward and discipline results for members of the Board of Directors, Supervisory Board are specifically stipulated in the Regulation on Organization and Operation of the Board of Directors and Supervisory Board.
- d. The rewards and disciplines for the General Director and executives are complied with the labor contract and other internal management regulations of the Company.

Article 42. Apply good corporate governance practices in line with international standards

42.1. Members of the Board of Directors, Supervisory Board, General Director, executives must attend basic training courses on corporate governance at the institutes recognized by the State Securities Commission.

42.2. The Company organizes activities to improve the knowledge on corporate for members of the Board of Directors, Supervisory Board, General Director, executives; and make an effort to apply good corporate governance practices for listed company in line with international standards.

Article 43. Supplement and amendment of this Regulation

43.1. The amendment and supplement of this Regulation must be considered and decided by the General Meeting of Shareholders.

43.1. If there is provisions of law which is related to corporate governance have not mentioned in Charter of the Company and this Regulations; or if there is new provision of law or the Company's Charter is different from this Regulation, the provision of that law will be applied.

Article 44. Effectiveness

44.1. This Regulation consists of 11 chapters, 44 articles which are unanimously passed by the General Meeting of Shareholders and come into effect from 21 April 2018. This Regulation supersedes and cancels the Regulations on corporate governance issued on November 23, 2016.

44.2. This Regulation is unique and official to the Company, is made in five (5) copies with equal value.

44.3. Copies or extracts of this Regulation are only valid when they are signed by Chairperson or Vice-Chairperson or the legal representative of the company or certified by the authorized State agencies.

CHAIRWOMAN OF THE BOARD OF DIRECTORS

(Signed and Stamped)

CAO THI NGOC DUNG

