

**CORPORATE GOVERNANCE REGULATIONS OF COTECCONS CONSTRUCTION
JOINT STOCK COMPANY**

(Promulgate together with Decision No. [_____] dated [_____])

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CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of regulation

Corporate Governance Regulations of Coteccons Construction Joint Stock Company is prepared in accordance with Decree 71/2017/ND-CP dated 06/06/2017 of the Government providing guidance on corporate governance applicable to public companies, Law on Enterprises, Law on Securities and other relevant legislative documents.

This Regulation prescribes the fundamental principles of corporate governance to protect the legitimate rights and interests of Shareholders, establishes the standards for the relationship between members of the Board of Directors, the Managing Director, the Board of Supervisors and Managers of the Company.

This Regulation aims to ensure the efficient operation of the Company and to control the Company's internal administration in a transparent manner in accordance with the Charter of the Company, Law on Enterprises, Law on Securities and other relevant legislative documents.

Article 2. Terms and definitions

In this Regulation, the following terms are construed as follows:

1. “*Company*” : Coteccons Construction Joint Stock Company
2. “*GMS*” : General Meeting of Shareholders
3. “*Related persons*” means individuals or organizations that are regulated in Clause 17 Article 4 of Law on Enterprises and Clause 34, Article 6 of Law on Securities.
4. “*Non-Executive Board Members*” means members of the Board of Directors who are not the Chairman of the Board of Directors, the General Director (Chief Executive Officer), the Deputy General Director (Executive Director), the Chief Accountant and other executives as stipulated in the Charter of the Company.
5. “*Independent members of the Board*” means members of the Board of Directors who meet the following conditions:
 - a. Not a person working for the Company, its subsidiaries; Not a person who has worked for the Company, its subsidiaries for at least three recent consecutive years.
 - b. Not a person receiving salaries or remunerations from the Company, except for the allowances which members of the Board of Directors receive according to regulations;
 - c. Not a person whose spouse, father, foster father, mother, foster mother, biological children, adopted children, brother, sister or siblings being majority shareholders of the Company; is a manager of the Company or its subsidiaries;
 - d. Not a direct or indirect person holding at least 1% of the total number of voting shares of the Company;
 - e. Not a person who has been a member of the recent Board of Directors or the Board of Supervisors of the Company for at least five recent (05) consecutive years.
6. "Members of the Board of Supervisors" and "the Supervisors" are similarly understood.
7. Other terms referred to in this Regulation have the same definition as stipulated in the Charter of the Company.

CHAPTER II: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and obligations of Shareholders

1. Apart from the rights and obligations specified in Article 114 and Article 115 of the Law on Enterprises and the Charter of the Company, shareholder of the Company also have the following rights:
 - a. The right to be treated fairly. Each share of the same type gives its holders the equal rights, obligations and interests. The rights and obligations associated with preferred

- shares (if any) must be approved by the GMS and made publicly available to shareholders;
- b. The right to fully access the periodical and unscheduled information published by the Company in accordance with regulations of law.
2. The right to protect their legal interests. In the cases where a decision made by the GMS or the Board of Directors violates the law or the Charter of the Company, causing damage to the Company, shareholders have the right to request cancellation or suspension of such decision in compliance with the Law on Enterprises.

Article 4. Obligations of majority shareholders

In addition to the obligations specified in the Law on Enterprises, a majority shareholder also has the following obligations:

1. A majority shareholder must not take advantage of his or her influence to affect the rights and interests of the Company and other shareholders in accordance with regulations of law and the Charter of the Company;
2. A majority shareholder has the obligation to publish information in accordance with regulations of law.
3. To implement the approved resolutions of the GMS and may not use his/her superiority to change the approved decisions of the GMS to affect the legitimate rights and benefits of the Company's employees according to the achieved business results or to damage the interest of other Shareholders or image and reputation of the Company.

Article 5. The Charter of the Company

The Charter of the Company must be subject to the approval from the GMS and must not violate the Law on Enterprises, Law on Securities, articles specified in Decree 71/2017/ND-CP and other relevant legislative documents.

Article 6. Meeting of the General Meeting of Shareholders

In addition to regulations of the Law on Enterprises, the meeting of the GMS must comply with the following regulations:

1. The Company must follow the procedures for convening the meeting of the GMS in compliance with regulations of Law, the Charter of the Company and its internal regulations; publish the information about the list of shareholders who have the right to participate in the meeting of the GMS at least 20 (twenty) days before the deadline for registration.
2. The Company shall not restrict the shareholders to attend the meeting of the GMS, the Company shall facilitate the shareholders to authorize the representative to participate in the meeting of the GMS. Authorization of representative to participate in the meeting of the GMS must comply with the following provisions:
 - a. Organization shareholder which owns at least 10% of the total number of ordinary shares may authorize up to three (03) representatives.
 - b. Individual shareholder who may only authorize one (01) representative.
 - c. When the owner or shareholder of the Company is an organization that appoints many authorized representatives, the number of shares for each representative must be determined. In case the owner or shareholder of the Company does not determine the number of shares corresponding to each authorized representative, the number of shares shall be divided equally to the number of authorized representatives.
 - d. The appointment of an authorized representative must be in writing and must be notified to the Company and is only valid for the Company from the date on which the Company receives the notice.
 - e. Authorization documents of shareholders being organizations must have the following principal contents:

- (i) Name, Tax code of the enterprise, address of the head office of the owner or shareholder;
 - (ii) Number of authorized representatives and percentage of shares corresponding to each authorized representative;
 - (iii) Name, permanent address, nationality, citizen identification number, ID card, passport or other lawful personal identification number of each authorized representative;
 - (iv) Duration of authorization of each authorized representative; clearly stating the authorization commencement date;
 - (v) Full name and signature of the legal representative of the owner, shareholder and authorized representative.
- f. Authorization documents for individual shareholders shall have the following principal contents:
- (i) Name, permanent address, nationality, citizen identification number, ID card, passport or legal personal identification of the shareholder;
 - (ii) Name, permanent address, nationality, citizen identification number, ID card, passport or other lawful personal identification of the authorized representative;
 - (iii) Duration of authorization of each authorized representative; clearly stating the authorization commencement date;
- g. Authorized representatives must meet the following criteria and conditions:
- (i) Having full capacity for civil acts;
 - (ii) Not subject to the prohibition of establishment and management of enterprises;
 - (iii) Members, shareholders being companies whose over 50% of charter capital is held by the State shall not be allowed to appoint their spouse, father, foster father, mother, foster mother, biological children, adopted children, brother, sister or siblings of the managers and of the person authorized to appoint the managers of the company as the authorized representative in the Company;
 - (iv) Other standards and conditions as stipulated in the Charter of the Company.
3. Board of Directors or the person convening the meeting of the GMS shall arrange schedule, venue and reasonable time to discuss and vote on each issue in the agenda of the meeting of the GMS in accordance with the provisions of Clause 7, Article 136 of the Law on Enterprises.
4. The Company strives to apply modern information technology so that shareholders can participate in the meetings of the GMS in the best way.
5. The Company must hold annual GMS in accordance with the Law on Enterprises. Annual GMS shall not be held in the form of collecting written opinions from shareholders. In cases where the audited annual financial statements of the Company have significant exceptions, the Company may invite representatives of independent auditing firms to attend the annual GMS.
6. Rules, content, procedures and procedures for soliciting shareholders' opinions in writing to approve decisions of the meeting of the GMS shall be stipulated by the Company in the Charter of the Company or in its internal regulations. In case of collecting written opinions, the Company must ensure to send and publish all documents and ensure reasonable time for shareholders to review the documents before sending votes as in the case of holding the meeting of the GMS.

Article 7. Report on the operations of the Board of Directors submitted to the Annual General Meeting of Shareholders

Report on the operations of the Board of Directors which has to be submitted to the Annual GMS must contain the following information in addition to that specified in Clause 2c, Article 136 of Law on Enterprises and the Charter of the Company:

1. Remuneration, operating costs and other interests of the Board of Directors and each member thereof specified in Clause 3 Article 158 of the Law on Enterprises and the Charter of the Company;
2. Summaries of the meetings and decisions of the Board of Directors;
3. Independent members' opinions about the Board of Directors (if any);
4. The operation of the internal audit team affiliated to the Board of Directors of the public company specified in Clause 1b Article 134 of the Law on Enterprises;
5. Operations of other sub-boards affiliated to the Board of Directors (if any)
6. Results of monitoring the General Director;
7. Results of monitoring other enterprise executives;
8. Future plans.

Article 8. Report on the operation of the Board of Supervisors to the Annual General Meeting of Shareholders

In addition to the regulations specified in Clause 2d and 2đ Article 136 of the Law on Enterprises, the Annual GMS must contain the following information:

1. Remuneration, operating costs and other interests of the Board of Supervisors and each supervisor specified in Clause 3 Article 167 of the Law on Enterprises and the Charter of the Company;
2. Summaries of the meetings and conclusions and recommendations of the Board of Supervisors;
3. Results of monitoring the Company's financial status and operation;
4. Results of monitoring the Board of Directors, the General Director and other enterprise executives;
5. The results of monitoring the coordination of operation between the Board of Supervisors and the Board of Directors, the General Director and shareholders.

CHAPTER III:

THE BOARD OF DIRECTORS AND MEMBERS OF THE BOARD OF DIRECTORS

Article 9. Nomination of members for the Board of Directors

1. When the candidates for the Board of Directors have been identified, the information related to them must be published at least ten (10) days before the opening day of the meeting of the GMS on the website of the company so that shareholders can find out about the candidates before voting. Candidates of the Board of Directors must have written commitments to provide truthful, accurate and reasonable information and to perform the tasks truthfully, faithfully, cautiously and in the best interest of the company if elected as members of the Board of Directors.

Information related to the candidates of the Board of Directors to be published must include at least:

- a. Name, date of birth;
- b. Professional qualifications;
- c. Companies in which the candidate holds the position of a member of the Board of Directors and other managing positions;
- d. Working experience;
- e. Other information (if any) specified in the Charter of the Company.

The Company must ensure that shareholders can access the information about the companies in which the candidates are members of the Board of Directors or other managers and interests related to the companies of the candidates (if any).

2. Candidates of the Board of Directors must have written commitments to provide truthful, accurate and reasonable information and to perform the tasks truthfully, faithfully, cautiously and in the best interest of the company if elected as members of the Board of Directors.
3. Shareholders or groups of shareholders holding common shares for at least six (06) consecutive months as until the date of GMS list of participation finalization shall have the right to nominate candidates for the Board of Directors in compliance with the Law on Enterprises and the Charter of the Company.
4. When the number of the candidates for the Board of Directors through nomination fails to reach the minimum number specified in Clause 4 Article 114 of the Law on Enterprises, the incumbent Board of Directors can introduce or nominate more candidates as specified in the Charter of the Company and its internal regulations on corporate governance. The introduction of candidates by the Board of Directors must be published clearly before the GMS votes for the members of the Board of Directors in compliance with regulations of law.
5. Voting for the members of the Board of Directors:
Voting of members of the Board of Directors must be made by cumulative voting in which the shareholder has the right to use his/her total voting rights for one candidate; or some candidates with the number of votes for each candidate are not required to be equal; or only partially elect one of the voting rights for one or several candidates, the remaining voting rights may not be voted for any candidate. The number of candidates to be elected in each ballot shall not exceed the maximum number of ballots allowed.

The elected:

- The elected is determined by the number of votes followed by the descending order, starting with the candidate with the highest number of votes until the full number of members is met.
- If there are more than one candidate with the same number of votes which makes the number of candidates not adequate, the number of candidates required to vote can not be selected. The re-election is also still on the principle of cumulative voting.

Article 10. Membership of the Board of Directors

1. Members of the Board of Directors must meet the criteria and conditions specified in Clause 1 Article 151 of the Law on Enterprises and the Charter of the Company; members of the Board of Directors are not required to be the shareholder of the Company,
2. The chairman of the Board of Directors must not take over the position as the General Director of the Company.
3. Members of the Board of Directors of the Company must not be the member of the Board of Directors of more than five (05) other companies.

Article 11. Composition of the Board of Directors

1. The Board of Directors of the Company must have 5-11 members. The composition of the Board of Directors must be balanced in terms of the number of members having knowledge and experience in law, finance and business operations of the company and gender balance.
2. Composition of the Board of Directors must balance between the executive members and the non-executive members. At least 1/3 of the members of the Board of Directors are non-executive members.
3. At least 1/3 of the members of the Board of Directors of a the Company are independent members.

4. In case a member loses his/her membership in accordance with the law and the Charter of the Company such as: dismissed or for any reason unable to continue to be a member of the Board of Directors, the Board of Directors may appoint other persons to be temporary members of the Board of Directors in accordance with the Charter of the Company. The election of new members of the Board of Directors must be done at the nearest GMS.

Article 12. Rights of members of the Board of Directors

Members of the Board of Directors have all rights specified in the Law on Enterprises, related law and the Charter of the Company including the right to access information and documents about financial status and business operation of the Company and different units of the Company.

Article 13. Obligations of members of the Board of Directors

1. In addition to the obligations specified in the Law on Enterprises and the Charter of the Company, each member of the Board of Directors must:
 - a. Perform duties truthfully and cautiously in the best interests of shareholders and the Company;
 - b. Participate in all the meetings of the Board of Directors and give clear opinions about the discussed issues.
 - c. Report adequately and promptly to the Board of Directors on the remuneration they receive from subsidiaries, affiliated companies and other organizations in which they are the representatives of the company's capital contribution;
 - d. Report to the State Securities Commission, Stock Exchange and publish information when trading the shares of the company in compliance with regulations of law.
2. The Company may purchase liability insurance for the members of the Board of Directors after the approval is granted by the GMS; the insurance does not cover the liabilities of the members of the Board of Directors in connection with the violation of the law and the Charter of the Company.

Article 14. Rights and Obligations of the Board of Directors

In addition to the duties specified in the Law on Enterprises and the Charter of the Company, the Board of Directors must:

1. Take responsibility to the shareholders for the operations of the Company;
2. Treat all the shareholders fairly and protect the interests of the persons whose interests are related to the Company;
3. Ensure the operations of the Company in compliance with regulations of law and the Charter of the Company and its internal regulations;
4. Establish the internal regulations on corporate governance and submit to the GMS for approval as specified in the Article 7 of this Decree 71/2017/ND-CP;
5. The Board of Directors shall establish regulations, orders and procedures for nomination, candidacy, election, removal and dismissal of members of the Board of Directors and the orders and procedures for holding Meetings of the Board of Directors (not against the law and the Charter of the Company), which contains the following main contents:
 - a. Orders and procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors:
 - Members of the Board of Directors standards;
 - The methods to nominate the candidates for the position of the Board of Directors of shareholders, groups of shareholders in accordance with the law and the Charter of the Company;
 - The methods to elect members of the Board of Directors;
 - Cases of dismissal or removal members of the Board of Directors;
 - To announce the election, dismissal and removal of members of the Board of Directors.

- b. Orders and procedures for holding meetings of the Board of Directors:
 - To notice the meeting of the Board of Directors: including meeting agenda, schedule, venue and relevant documents;
 - Conditions for holding meeting of the Board of Directors;
 - Method of voting;
 - To pass a resolution of the Board of Directors;
 - To record the minutes of meeting of the Board of Directors;
 - To announce resolutions of the Board of Directors.
6. The Board of Directors is responsible for reporting the operation of the Board of Directors at the GMS in accordance with Article 7 of this Regulation.

Article 15. Meeting of the Board of Directors

1. The Board of Directors must hold at least one (01) meeting every quarter in the procedures specified in the Charter of the Company and this Regulation. The meeting of the Board of Directors, agenda and related documents must be informed in advance to the members of the Board of Directors within the time limit specified in regulations of law and the Charter of the Company.
2. The minutes of meetings of the Board of Directors must be detailed and clear; signed by the chairman of the meeting and retained in accordance with regulations of law and the Charter of the Company.
3. The Board of Directors might approve decisions by collecting written documents. The decision is considered approved when signed by all following members of the Board of Directors:
 - Members who have the right to vote on the Resolution at meeting of the Board of Directors;
 - Number of voting members is not less than the minimum number of members regulated the same as a regular meeting of the Board of Directors.
4. Annually, the Board of Directors shall require the independent members to submit reports on the operation of the Board of Directors which can be published at the annual GMS.

Article 16. Remuneration of the Board of Directors

1. Remuneration of the Board of Directors is approved by the GMS on an annual basis and published in accordance with regulations.
2. When a member of the Board holds the title of executive officer of the Company and its subsidiaries, the remuneration announced shall include the salary and bonus associated with the executive title and other remuneration.
3. Remuneration, other benefits and expenses paid by the Company to each member of the Board of Directors are disclosed in detail in the Company's Annual Report.

Article 17. The Board of Directors Committee

1. The Board of Directors of the Company can establish committees to assist its operations including Strategy Committee, Investment Committee, Risk Committee, HR and Remuneration Committee. The Board of Directors needs to nominate one (01) independent member of its members as the head of personnel and payroll management teams; the establishment of these teams must be approved by the GMS.
2. The Board of Directors must specify in details the establishment of its Committee and the duties of each members.

Article 18. Person in charge of corporate governance

1. The Board of Directors of the listed companies must nominate at least one (01) person to be in charge of corporate governance; the Person in charge of corporate governance can take over the position as the Company Secretary as specified in Clause 5 Article 152 of the Law on Enterprises and Article 32 of the Charter of the Company.

2. The Person in charge of corporate governance must be knowledgeable about law and not work for the independent auditing firm performing audits of the company's financial statements.
3. The Person in charge of corporate governance has the following rights and obligations:
 - a. Advising the Board of Directors on the organization of convening the meeting of the GMS in compliance with regulations and law and the related work between the company and shareholders;
 - b. Preparing meetings of the Board of Directors, the Board of Supervisors and the GMS at the request of the Board of Directors or the Board of Supervisors;
 - c. Advising on the procedures of meetings;
 - d. Participating in meetings;
 - e. Advising on procedures for resolutions of the Board of Directors in accordance with regulations of law;
 - f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and the Supervisors;
 - g. Monitoring and reporting to the Board of Directors on the operation of publishing information of the Company;
 - h. Ensuring the confidentiality of information in accordance with regulations of law and the Charter of the Company;
 - i. Other rights and obligations in accordance with regulations of law and the Charter of the Company.

Article 19. Training on corporate governance

Members of the Board of Directors, the Board of Supervisors, the General Director, the Company Secretary and the Person in charge of corporate governance must attend training courses on corporate governance at the establishments recognized by the State Securities Commission.

Article 20. Attendance of the General Meeting of Shareholders of independent auditors

Auditors or representatives of auditing firms must be invited to attend the annual GMS to express their opinions at the meeting of the GMS on matters related to the annual financial statements in the case where the audit report contains material exceptions.

CHAPTER IV:

THE BOARD OF SUPERVISORS AND THE SUPERVISORS

Article 21. Nomination of candidates for the Supervisors

Candidates for the Supervisors must be nominated in accordance with Clause 1, 2, 3 and 5 of Article 9 of this Regulation.

If the number of the candidates for the Board of Supervisors through nomination fails to reach the required number, the incumbent Board of Supervisors may nominate more candidates or organize to nominate in the form specified in the Charter of the Company. The nomination procedure of the incumbent Supervisors is clearly announced and approved by the GMS prior to nomination.

Article 22. The Supervisors

1. The number of the Supervisors must be 3-5 members. Supervisor is not required to be the shareholder of the Company;
2. The Supervisors must meet the requirements and conditions specified in Clause 1 Article 164 of the Law on Enterprises and the Charter of the Company and must not:
 - a. Work in the accounting and finance departments of the Company;
 - b. Be a member or employee of the independent auditing firm auditing the financial statements of the Company over the last three (03) years.
3. The Supervisors must be accountants or auditors;

4. Head of the Board of Supervisors must be a professional auditor or accountant working full time at the Company.

Article 23. Rights and obligations of the Supervisors

1. Supervisor has all rights specified in the Law on Enterprises, related Law and the Charter of the Company including the right to access information and documents about operational status of the Company. Members of the Board of Directors, the General Director and the Senior Executives must be responsible for supplying information promptly and adequately at the request of the Supervisors.
2. The Supervisors must comply with regulations of law, the Charter of the Company and professional ethics to implement the assignments. The Supervisors perform their duty in accordance with the law and the Charter of the Company and this Regulation.

Article 24. Rights and obligations of the Board of Supervisors

In addition to the rights and obligations specified in the Article 165 of the Law on Enterprises and the Charter of the Company, the Board of Supervisors also has the following rights and obligations:

1. To propose and recommend the GMS to grant approval for the independent auditing organization to audit the financial statements of the Company;
2. To take responsibility towards shareholders for monitoring activities;
3. To monitor the financial status of the company, legitimacy of the activities of members of the Board of Directors, the General Director, other managers, the coordination in operation between the Board of Supervisors and the Board of Directors, the General Director and shareholders;
4. In the case of violation against regulations of law or the Charter of the Company committed by a member of the Board of Directors, the General Director and other enterprise executives, it must be notified in written text to the Board of Directors within 48 hours and Board of Supervisors must ask the offenders to stop the violation and find solutions to tackle;
5. To report to the GMS as specified in the Article 8 of this Regulation.

Article 25. Meeting of the Board of Supervisors

1. The Board of Supervisors must hold at least two (02) meetings each year. At least 2/3 of the Supervisors must participate in the meetings. Minutes of the meetings of the Board of Supervisors must be detailed and clear; be signed by the secretaries and the Supervisors attending the meetings and retained to identify the responsibilities of each Supervisor.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the independent auditing firm to answer the issues raised by the Supervisors.

Article 26. Remuneration of the Board of Supervisors

Annually, the Supervisors are entitled to receive remuneration for the obligations performance of the Board of Supervisors. Remuneration for the Supervisors is approved by the GMS. Total remuneration, other benefits as well as expenses paid by the Company to each member for the Board of Supervisors are disclosed in the Company's Annual Report and to shareholders.

CHAPTER V: THE INTERNAL AUDIT BOARD

Article 27. The Internal Audit Board

1. The Internal Audit Board has the role of ensuring independence and objectivity in the evaluation of the internal control system, supporting and contributing to the creation of added values, improving the control activities of the Company, detailed functions including:
 - To oversee the financial reporting process;
 - To examine the compliance in the internal control process of the Company;

- To participate in improving the effectiveness and efficiency of the internal control system and risk management process of the Company.
2. The Internal Audit Board is managed by the Board of Supervisors or Audit Committee of the Board of Directors when the Company is structured as regulated in Clause 1b, Article 134 of Law on Enterprises.
 3. The Board of Directors has the responsibility to appoint, dismiss the head and members of the Internal Audit Board in accordance with the Board of Supervisors' recommendation.
 4. Head of the Internal Audit Board has responsibility to assess the result of the Internal Audit Board members' activities.

Article 28. Requirements, standards of behavior and code of ethics of the Internal Audit Board

1. Members of the Internal Audit Board must have qualifications of finance, accounting, auditing or specialised profession of the Company.
2. The Internal Audit Board or any employee working as the internal auditor is responsible for ensuring independence, integrity, objectivity, professional competence and prudence and confidentiality.
3. Members of the Internal Audit Board have responsibility to comply with the confidentiality of information under the Charter of the Company and its internal regulations and relevant legislative documents. Each member of the Internal Audit Board is required to sign the Company's Confidentiality Commitment.

Article 29. Rights and obligations of the Internal Audit Board

1. Rights of the Internal Audit Board:
 - To be fully and promptly provided with all necessary information, documents for internal audit activities.
 - To be allowed to access all the regulations, process and assets when implementing internal audit; to access, interview all staffs from other Departments for related audit contents.
2. Obligations of the Internal Audit Board:
 - To maintain the confidentiality of documents and information in accordance with this Regulation and other laws.
 - To be responsible to the Board of Directors and the Board of Supervisors for the results, conclusions and recommendations of its reports.
 - To monitor other Department's implementation of recommendations after the internal audit process.

**CHAPTER VI:
THE SENIOR EXECUTIVES**

Article 30. Standards of the Senior Executives

The Senior Executives must meet the criteria and conditions prescribed by law and the Charter of the Company, specifically:

1. Criteria and conditions of the General Director:
 - Having full capacity for civil acts, not subject to ineligible enterprise management under the provisions of the Law on Enterprise, not being persons who are or have been examined for penal liability; be imprisoned or be deprived of the right to practice in accordance with the law;
 - Having at least five (05) years of management experience;
 - Having worked in the construction industry for at least ten (10) years.
2. Criteria and conditions of the Deputy General Director/the Managing Director:

- Having full capacity for civil acts, not subject to ineligible enterprise management under the provisions of Law on Enterprise, not being persons who are or have been examined for penal liability; be imprisoned or be deprived of the right to practice in accordance with the law;
 - Having at least two (02) years of management experience;
 - Having worked in the construction industry for at least seven (07) years.
3. Criteria and conditions of Chief accountant:
- Having professional ethics, honesty and integrity, having sense of law observance;
 - Having professional qualifications and accounting skills with the level of university bachelor or higher;
 - Having the certificate of Chief accountant;
 - Having worked in accounting field for at least five (05) years;
 - Not subject to ineligible cases of working as an accountant in accordance with the Law on Accounting.

Standards and conditions of other Senior Executives shall be proposed by the General Director based on each professional position and must meet requirements the conditions prescribed by law.

Article 31. Appointment of the Senior Executives

The selection and appointment of the Senior Executives shall comply with the provisions of Law on Labor and the Charter of the Company.

1. Appointment of the General Director: The General Director is appointed by the Board of Directors at the proposal of the Chairman of the Board.
2. Appointment of the Senior Executives shall be appointed by the Board of Directors at the proposal of the General Director.
3. Appointment of the General Directors/the Directors of subsidiaries: The General Directors/Directors of subsidiaries shall be appointed by the Chairman of the Board, unless otherwise stipulated in the Charter of the Subsidiary.
4. Persons competent to appoint the Senior Executives shall have the power to consider the dismissal of persons appointed according to the procedures prescribed by the Law on Labor, the Charter of the Company and agreements in labor contract with the Senior Executives.

Article 32. Signing of labor contracts with the Senior Executives

The Company signs labor contracts with the Senior Executives in accordance with the Law on Labor.

Article 33. Notice of the Senior Executives’ appointment and dismissal

After the decision on the appointment, dismissal of the Senior Executives, the Company shall announce in accordance with the Law on Information Disclosure on stock market, post on the Company’s official website, announce within the enterprise and other agencies, partners involved.

CHAPTER VII:

COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR

Article 34. Principles of relationship between the Board of Directors and the General Director

1. The General Director is responsible for organizing the implementation of the resolutions and decisions of the Board of Directors, with the highest decision-making power over all day-to-day operations of the Company, except for issues under the jurisdiction of the GMS, the Board of Directors, the Chairman of the Board of Directors or the Board of Investment.
2. The Board of Directors shall not interfere in the day-to-day operation of the General Director.

3. The General Director shall have the right to reserve his/her opinion against the decision of the GMS or the Board of Directors. However, he/she must still comply with such decision.

Article 35. Coordination between the Board of Directors, the Board of Supervisors and the General Director

The Board of Directors and the Supervisory Board can agree and promulgate the Operation Regulations of the Board of Directors and the Operation Regulations of the Supervisory Board, in which make detail the organization, operation and relationship among the Board of Directors, Board of Supervisors, Board of Management in Corporate Governance mechanism.

**CHAPTER VIII:
PREVENTION OF CONFLICT OF INTERESTS**

Article 36. Responsibility to be truthful and avoid conflicts of interests of members of the Board of Directors, the Board of Supervisors, the General Director and other managers.

1. Members of the Board of Directors, Board of Supervisors, the General Director and other managers must publish the related benefits in accordance with regulations of Law on Enterprises and other relevant legislative documents.
2. Members of the Board of Directors, Board of Supervisors, the General Director and other managers have the obligation to inform the Board of Directors and the Board of Supervisors the transactions between companies, subsidiaries and companies with over 50% or more of charter capital controlled by the Company or it related persons in accordance with regulations of law. The public company must publish information about the transactions of the above mentioned persons which have been approved by the GMS or the Board of Directors in accordance with regulations of Law on Securities on publishing information.
3. Members of the Board of Directors are not allowed to cast votes on the transactions that are beneficial for themselves or their related persons in accordance with the Law on Enterprises and the Charter of the Company.
4. Members of the Board of Directors, Board of Supervisors, the General Director and other managers and their related persons must not use the information not yet publicly disclosed by the Company or disclose to others to implement related transactions.

Article 37. Transactions with the related persons

1. When conducting transactions with the related persons, the Company must sign the written contracts equally and voluntarily.
2. The Company must implement the necessary measures to prevent the related persons from interfering in the operation of the Company and harming the interests of the Company through the control of transactions, sales and prices of both goods and services of the Company.
3. The Company must implement the necessary measures to prevent shareholders and the related persons from implementing transactions resulting in loss of capital, assets or other resources of the Company.

Article 38. Transactions with shareholders, managers and their related persons

1. The Company must not provide guarantee to its individual shareholders and their individual related persons.
2. The Company must not provide its shareholders' related persons that are organizations with guarantee, unless:
 - a. Companies and organizations which related persons of shareholders are subsidiaries in the same groups or companies operating under a group of companies including

- companies-subsidiaries, economic groups; the transactions must be approved by the GMS or the Board of Directors in accordance with the Charter of the Company;
- b. The law specifies otherwise.
3. The Company must not make the following transactions unless they are approved by the GMS:
 - a. Grant of guarantees to members of the Board of Directors, the Supervisors, the General Director, other managers and the individuals and organizations related to them unless the Company and organizations related to its shareholders are companies in the same group or companies operating in a group of companies including companies-subsidiaries, economic groups, and other relevant legislative documents specifies otherwise.
 - b. Any transaction that has the total value of 20% or more of the total value of assets recorded in the latest financial statement between the Company and one of the following entities:
 - Members of the Board of Directors, the Supervisors, the General Director, other managers and their related persons;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the common shares of the Company and their related persons;
 - Enterprises related to the subjects specified in Clause 2 Article 159 of the Law on Enterprises.
 4. The Board of Directors to approve contracts, transactions described at Clause 4b of this Article of which value are less than 20% of the total asset value inscribed in the most recent financial statements. Procedure to approve these contracts, transactions will follow the Board of Directors Operation Regulation.

Article 39. Ensuring the legitimacy of the persons having the interests related to the Company

1. The Company must take responsibility to the community and to the persons having the interests related to the Company in compliance with the prevailing laws and the Charter of the Company.
2. The Company must comply with the regulations on labor, environment and society.

**CHAPTER IX:
REPORTING AND PUBLISHING INFORMATION**

Article 40. Obligation to publish information

1. Information and information publishing are implemented in accordance with the law and the Charter of the Company. In addition, the Company must disclose fully, accurately and promptly other information if such information is likely to affect the price of securities and affect the decisions of shareholders and investors. Information and information publishing are implemented in accordance with the law and the Charter of the Company.
2. Information publishing is made in a manner that ensures fair and equitable access to shareholders and the public. Language used in information publishing should be clear, easy to understand and avoid misleading to shareholders and investors

Article 41. Information publishing on the structure of Company organization and management

1. The Company must report to the State Securities Commission, Stock Exchange and publish information on organizational structure of the management and operation of the Company in compliance with the Article 134 of the Law on Enterprises.

2. In the event that the Company changes its operating structure, it must report to the State Securities Commission, Stock Exchange and publish information within 24 hours after the decision to change the structure is made by the GMS.

Article 42. Information publishing on corporate governance

1. The Company must publish information on corporate governance at the annual meeting of the GMS and in the Company's annual report in compliance with the Law on Securities on publishing information.
2. The Company must report every six (06) months and publish information on corporate governance status in compliance with the Law on Securities on publishing information.

Article 43. Information publishing on the income of the Board of Management

The income of the Board of Management and other senior managers must be shown separately in the annual financial statements of the Company and reported at the Annual GMS.

Article 44. Organization of information publishing

1. The Company must establish and issue regulations on publishing information of the Company in compliance with the Law on Securities and guiding documents.
2. The Company must have at least one employee in charge of publishing information. Such employee of the Company must:
 - a. Publish the Company's information publicly in compliance with regulations of law and the Charter of the Company;
 - b. Publicize names and phone numbers for shareholders to contact.

**CHAPTER X:
SUPERVISION AND HANDLING OF VIOLATIONS**

Article 45. Supervision

1. Company, related organizations and individuals are subject to the corporate governance supervision of the State Securities Commission and other competent authorities in accordance with the law.
2. Company, related organizations and individuals are obliged to provide promptly accurate information, documents and data related to the Company's management activities and to explain the related matters as required demand by the State Securities Commission.

Article 46. Handling of violations

Related companies, organizations and individuals that violate or fail to observe the provisions of this Regulation, depending on level and seriousness of such violations and failures, shall be fined for administrative violations or taking responsibilities in accordance with the law.

**CHAPTER XI:
AMENDING AND SUPPLEMENTING THE REGULATION**

Article 47. Supplementing and amending the Regulation

The supplement or amendment of this Regulation must be considered and decided by the Board of Directors and approved by the GMS prior to application.

**CHAPTER XII:
IMPLEMENTATION**

Article 48. Enforcement Terms

1. This Regulation consists of 12 Chapters and 48 Articles which are built by the Board of Directors and come into effect as from the date they are adopted by the GMS. Internal regulations of the Company which previously had contents contrary to the provisions of this Regulation shall be void and applied in accordance with this Regulation.

2. Members of the Board of Directors, the Supervisors, members of the Board of Management, all shareholders and staffs of the Company and related persons are responsible for the implementation of this Regulation.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN BA DUONG