

CHARTER OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK

PREAMBLE

HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK (hereinafter referred to as “Bank”) is a joint stock commercial bank which undertakes banking activities, currency exchange and other related business activities in compliance with legal regulations, for profitability and contribution to national economic development. Organization and operation of the Bank are conducted in accordance with this Charter, prevailing regulations established by the State Bank of Vietnam (SBV) and other relevant legal regulations.

This Charter was passed by the General Meeting of Shareholders of the Bank under the Resolution No. 02/2020/NQ-ĐHĐCD dated 6th February, 2020 of the General Meeting of Shareholders approving the amendment and supplementation to the HDBank’s Charter, compliant with the SBV’s regulations and prevailing relevant legal regulations.

This Charter contains 23 Chapters, 94 Articles.

Chapter 1

DEFINITION OF TERMS

Article 1. Definitions

1. The following terms in this Charter shall have the meanings set out below:

- a. “**Charter Capital**” means the capital that is either factually granted by its owners or factually contributed by its shareholders and is recorded in the Charter of the Bank.
- b. “**Enterprise Law**” means Enterprise Law No. 68/2014/QH13 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014, and its amendments, supplements and replacements from time to time.
- c. “**Law on Securities**” is the Law on Securities on 29 June 2006 and the Amendment and Supplement of this Law on 24 November 2010.
- d. “**Law on Credit Institutions**” means Law on Credit Institutions No. 47/2010/QH12 dated 16 June 2010, and its amendments, supplements and replacements from time to time.
- e. “**Date of Establishment**” means the date on which the Establishment License was granted to the Bank for the first time.
- f. “**The Bank Management Officers**” include the Chairman and members of the Board of Directors, the Chief Executive Officer and other managerial titles as prescribed in this Charter.

- g. **“The Bank Executive Officers”** include the Chief Executive Officer, Deputy Chief Executive Officers, the Chief Accountant, Branch Directors and equivalent titles as prescribed in this Charter¹.
- h. **“Parent company”** means a company which is considered as the parent company of another company (a “Subsidiary”) if it falls into one of the followings:
- Owning more than 50% of the charter capital or of the total issued ordinary shares of such company;
 - Having the right to directly or indirectly appoint a majority of or all of members of the Board of Directors, Director or the Chief Executive Officer of such company;
 - Having the right to make decision on amendments and supplements to the charter of such company;
 - Having the right of direct or indirect control over the adoption of resolutions and decisions of the General Meeting of Shareholders, Board of Directors, Members’ Council of such company².
- i. **“Related person”** means any individual or organization directly or indirectly related to another organization or individual in one of the following cases:
- (i) A parent company with regard to its subsidiary company and vice versa; a credit institution with regard to its subsidiary company and vice versa; subsidiaries of the same parent company or of the same credit institution; management officers or members of the Supervisory Board of parent company or of a credit institution, or individuals or organizations having the power to appoint such management positions with regard to a subsidiary and vice versa;
 - (ii) A company or a credit institution with regard to a management officer or member of the Supervisory Board of such company or credit institution, or with regard to a company or organization having the power to appoint such management positions and vice versa;
 - (iii) A company or credit institution with regard to an organization or individual owning 5% or more of the charter capital or voting shares of such company or credit institution and vice versa;
 - (iv) An individual with regard to the spouse, parent, child or sibling of such individual;
 - (v) A company or credit institution with regard to an individual prescribed in point (iv) of this Clause of a management officer, member of the Supervisory Board, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of such company or credit institution and vice versa;
 - (vi) An individual authorized to act as representative of an organization, individual prescribed in Points (i), (ii), (iii), (iv), and (v) of this Clause with regard to the

¹ Clause 32 Article 4 of the Law on Credit Institutions.

² Clause 30 Article 4 of the Law on Credit Institutions.

organization or individual who is principal; individuals authorized to act as representatives of capital contribution portions of the same organization.

- (vii) Any legal entity or individual with a potentially risky relationship for the operation of a credit institution as determined in accordance with the internal rules of such credit institution or pursuant to a written request from the State Bank via an inspection, supervision on a case-by-case basis³.
- j. “Subsidiary of the Bank⁴”** means a company which falls into one of the following cases:
- The Bank, or the Bank and a related person of the Bank, owns 50% or more of the charter capital or more than 50% of the voting share capital of the subsidiary;
 - The Bank has the right to directly or indirectly appoint a majority of or all members of the Board of Directors or Members’ Council or the Chief Executive Officer of the subsidiary;
 - The Bank has the right to amend or supplement the charter of the subsidiary;
 - The Bank and its related persons have direct or indirect control over the ratification of Resolutions, decisions of the General Meeting of Shareholders, of the Board of Directors or of the Members’ Council of the subsidiary.
- k. “Affiliate of the Bank⁵”** means a company in which the Bank or the Bank and its related persons own more than 11% of the charter capital or voting share capital, but is not a subsidiary of the Bank.
- l. “Vietnam”** means the Socialist Republic of Vietnam.
- m. “Share”** means either a certificate issued by the Bank or a book entry or electronic data certifying the ownership of one or more shares of the Bank.
- n. “Founding Shareholder”** means shareholders who contribute capital to the Bank’s establishment, participate in the development and adoption of and signing of the first Charter of the Bank.
- o. “Major shareholders”** are shareholders directly or indirectly owning 5% or more of the voting share capital of the Bank⁶.
- p. “Independent Board Member”** means any Board Member who fully meets the standards and conditions stipulated in Clause 4, Article 36 of this Charter.
- q. “Bank Reorganization”** means the splitting, consolidation, merge or change in legal form after being approved in writing by the SBV.

³ Clause 1 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

⁴ Clause 30 Article 4 of the Law on Credit Institutions.

⁵ Clause 29 Article 4 of the Law on Credit Institutions

⁶ Clause 26 Article 4 of the Law on Credit Institutions

- r. **“Early Intervention”** means the State Bank requires the Bank to remedy the situation prescribed in Clause 1, Article 14 of this Charter⁷.
- s. **“Special Control”** means the Bank is placed under the direct control of the State Bank in accordance with the provisions in Chapter 20 of this Charter⁸.
- t. **“Plan on Restructuring the Bank which is under a Special Control”** (abbreviated as the Restructuring Plan) means one of the following plans⁹:
- Remedial plan;
 - Plan on merger, consolidation, or transfer of the whole share;
 - Plan on dissolution;
 - Plan on compulsory transfer; and
 - Plan on bankruptcy.
- u. **“Remedial Plan”** means a plan applying measures in order for the Bank which is under a special control to itself remedy the situation which causes it to be placed under the special control¹⁰.
- v. **“Plan on Merger, Consolidation or Transfer of all stocks or Contributed Capital”** means a plan applicable when a credit institution merges or consolidates, or when an investor receives the transfer of all stocks of the Bank which is under a Special Control¹¹.
- w. **“Plan on Compulsory Transfer”** means a plan whereby shareholders of the Bank under a Special Control are required to transfer all of their shares to a transferee¹².
- x. **“Transferee”** means the Bank making a request for being the recipient of the compulsory transfer of another commercial bank which is under a special control in accordance with the compulsory transfer plan and such compulsory transfer is approved by a competent State agency¹³.
- y. **“Authorized Representative of the Bank”** means the persons appointed by the Board of Directors of the Bank as prescribed in this Charter to represent and/or participate in the management of related companies of which the Bank is a either owner, or capital contribution member, or shareholder, and to report on such management to the Bank.
- z. **“Charter”** or **“This Charter”** means this Charter, including any amendments and supplements thereto (if any).

⁷ Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

⁸ Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

⁹ Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

¹⁰ Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

¹¹ Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

¹² Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

¹³ Clause 2 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

2. In this Charter, any reference to one or some provisions or other documents shall include their amendments or replacements thereof.
3. The headings (chapters or articles of this Charter) are used for convenience only and do not affect the content of this Charter.
4. Terms or expressions defined in the Enterprise Law, the Law on Securities and the Law on Credit Institutions and their instructional documents, if not contrary to the subject or context of the Charter, shall have the same meaning as prescribed herein.

Chapter 2

NAME, ADDRESS AND TERM OF OPERATION OF THE BANK

Article 2. Name, address, form, legal representative, branch, representative office, term of operation and seal of the Bank

1. Name of the Bank

- Full name in Vietnamese: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN PHÁT TRIỂN THÀNH PHỐ HỒ CHÍ MINH
- Abbreviated name in Vietnamese: Ngân hàng Phát triển Thành phố Hồ Chí Minh
- Full name in English: Ho Chi Minh City Development Joint Stock Commercial Bank
- Abbreviation: HDBank

2. Registered head office of the Bank

- Address: 25 Bis Nguyen Thi Minh Khai, Ben Nghe Ward, District 1, Ho Chi Minh City
- Telephone : 028 6291 5916
- Fax : 028 6291 5900
- E-mail : ho@hdbank.com.vn
- Website : www.hdbank.com.vn

3. The Bank is a joint stock commercial bank having juridical personality in accordance with current laws of Vietnam.

4. Legal representative of the Bank is: Chief Executive Officer.

The Chief Executive Officer may delegate other persons in writing under the internal mechanism for delegation of powers prescribed by the Bank's Board of Directors to undertake his/her duties and powers. Written power delegation documents shall specify scope and duration of the delegation. Delegated persons may only perform transactions within the delegated scope.

5. The Bank's branches and transaction offices are established with the permission of the SBV and are reflected in the Bank's business registration certificate.

The Bank may establish branches, representative offices, non-business units and other forms of commercial presences when obtaining permission of competent authorities and the SBV in accordance with the law¹⁴.

6. Term of operation of the Bank is 99 years from the issuance date of the Bank's establishment and operating license.
7. The Bank has their own seals which are stored, preserved and used in accordance with the law.

Chapter 3

OBJECTIVES OF THE BANK, SCOPE AND OPERATION

Article 3. Objectives of the Bank

The Bank aims to develop and provide a diversified range of useful banking products for both local and international customers; achieve the target of becoming a multi-functional retail bank with high value in the market; comply with general requirements of the Government and the SBV regarding developing, operating and assuring the healthiness and sustainability of the national economic, financial and monetary systems. The Bank shall implement all needed strategies to achieve strong and sustainable growth, high profitability on the basis of balancing interests among the Bank, shareholders and society.

Article 4. Scope of operation

The Bank is permitted to conduct all banking activities and other business activities as prescribed in the License granted by the SBV to the Bank.¹⁵

Article 5. Operations of the Bank¹⁶

1. Receiving deposits in the form of demand deposits, term deposits, saving deposits and other types of deposits.
2. Issuing deposit certificates, treasury bills, promissory notes and bonds for mobilizing local and international funds.
3. *Providing credit facilities in the following forms:*
 - a. Loan;
 - b. Discount, rediscount of negotiable instruments and other valuable papers;
 - c. Bank guarantee;

¹⁴ Article 30 Law on Credit Institutions

¹⁵ Article 8 and Article 90 Law on Credit Institutions

¹⁶ Articles 98 to 107, Article 132, Article 140 Law on Credit Institutions

- d. Issuance of credit cards;
 - e. Domestic factoring and international factoring upon permission of the SBV;
 - f. Other forms of extension of credit facilities subject to SBV's approval.
4. Opening payment accounts for customers.
5. Providing payment instruments.
6. ***Providing the following payment services:***
- a. Providing domestic payment services including checks, payment orders, standing orders, collection orders, letters of credit, bank cards, cash collection and payment services;
 - b. Providing international payment and other payment services after being approved by the SBV.

7. ***Borrowing from the SBV***

The Bank is permitted to borrow funds from the SBV in the form of refinancing in accordance with regulations of the SBV.

8. ***Borrowing from credit institutions and financial institutions***

The Bank is permitted to borrow from other local and international credit institutions and financial institutions in accordance with the law.

9. ***Opening account¹⁷***

- a. The Bank shall open a deposit account at the SBV and maintain an average balance which shall be no less than the compulsory reserve on the deposit account. Branches of the Bank shall open deposit accounts at the SBV's branches in the provinces or cities where the branches are located.
- b. The Bank may open payment accounts at other credit institutions or branches of foreign banks.
- c. The Bank may open overseas deposit and payment accounts according to the regulations on foreign exchange.

10. ***Organizing and participating in payment systems***

- a. The Bank is permitted to organize internal payment system and participate in the national interbank payment system
- b. The Bank is permitted to participate in the international payment system(s) after being approved by the SBV.

11. ***Participation in the monetary markets***

The Bank may participate in bidding Treasury Bills, buying and selling negotiable instruments, government bonds, treasury bills, SBV bills and other valuable papers in the monetary market.

¹⁷ Article 101 Law on Credit Institutions

12. Trading and providing foreign exchange services and derivatives

- a. Commercial banks are permitted to conduct business and provide services for domestic and foreign customers with the following products subject to SBV's approval:
 - Forex;
 - Derivatives on exchange rates, interest rates, foreign exchange, currency and other financial assets.
- b. The provision of foreign exchange services by the Bank to customers shall comply with the legal regulations on foreign exchange

13. Entrusting and agency operations

The Bank shall have the right to offer trust, take trust, act as agent in sectors related to banking activities, insurance business and asset management in accordance with SBV's regulations

To be permitted to entrust and receive entrustment in lending according to regulations of the SBV.

14. Real estate business activities

The Bank shall not be permitted to do business in real estate, except for the following cases:

- a. Purchasing, investing in and owning real estates for the purpose of employing the real estates as business premises, working locations or warehouses to directly facilitate the Bank's operations;
- b. Leasing part of unused business premises owned by the Bank;
- c. Holding real estates as a result of foreclosed activities. Within 3 years from the date of foreclosure, the Bank must sell, transfer or acquire the real estate, to secure the ratio of investment in fixed assets and fixed asset using purposes in its operations not to exceed 50% of charter capital and capital reserves of the Bank.

15. Other business activities of the Bank

- a. Cash management services, monetary brokerage services, banking and financial consultancy; asset management and custody services, safes for rent.
- b. Consultancy on corporate finance; merger and acquisition, consolidation and investment.
- c. Trading of Government bonds, corporate bonds; trading bonds with the purpose of gaining profits from price differences in accordance with the law and guidance of the SBV; purchasing bonds with the purpose of investment in accordance with the law and guidance of the SBV.
- d. Debt buying activities.

Article 6. Capital contribution and purchase of stocks¹⁸

1. The Bank is permitted to use its charter capital and reserved funds to contribute capital and purchase stocks in accordance with the provisions of Clauses 2, 3, 4 and 6 of this Article and comply with the limits to ensure safety in the investment and capital contributing activities in accordance with the law.
2. The Bank must establish or acquire subsidiaries, affiliates to carry out the following business activities:
 - a. Underwriting, brokering securities; managing and distributing investment fund certificates; managing securities portfolio and trading stocks;
 - b. Financial leasing;
 - c. Insurance.
3. The Bank is permitted to establish, acquire subsidiaries or affiliates operating in the field of debt management and asset exploitation¹⁹, overseas remittances, foreign exchange, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services and credit information.
4. The Bank is permitted to contribute capital to, purchase shares from enterprises operating in the following fields:
 - a. Insurance, securities, overseas remittance, foreign exchange, gold trading, factoring, credit card issuance, consumer credit, payment intermediary services, credit information;
 - b. Other areas not specified at point (a) of this Clause.
5. The establishment and acquisition of subsidiaries or affiliates as prescribed in Clauses 2 and 3 of this Article and the contribution of capital, and purchase of shares of the Bank as prescribed in Clause 4 (b) of this Article must be approved in writing by the SBV in advance and comply with conditions, procedures and orders in accordance with relevant regulations.
6. The Bank and its subsidiaries are permitted to buy and hold shares of other credit institutions on the conditions and within the limits imposed by the SBV.
7. The Bank is not permitted to contribute capital to or purchase shares of other enterprises or credit institutions who are shareholders of the Bank²⁰.

Article 7. Loan approval, monitoring and settlement

1. The Bank shall have the right to request customers to provide documents evidencing their feasible loan using plans, financial capability, lawful loan uses and collaterals before any credit extension decision.

¹⁸ Article 103 Law on Credit Institutions and Article 7 Decree 93/2017/NĐ-CP.

¹⁹ Clause 18 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

²⁰ Clause 5 Article 129 Law on Credit Institutions.

2. The Bank must organize its credit approval in the principle of duty segregation between credit appraisal function and credit approval function.
3. The Bank shall have the right to terminate the provision of credit facilities and collect the debt before maturity date when detecting that the customer has provided untrue information or breached provisions prescribed in the credit facility contract.
4. In case borrowers fail to pay on maturity date, if no mutual agreement is reached, the Bank shall have the right to settle the loans, collaterals in accordance with credit contracts, collateral contracts and relevant regulations. The restructuring of loan repayment, loan trading of the Bank shall comply with regulations of the SBV.
5. In case borrowers or guarantors fail to repay their loan commitments due to bankruptcy, the process of loan collection of the banks shall be performed in accordance with the regulations on bankruptcy.
6. The Bank shall have the right to decide to grant borrowers exemption from or reduction of interest rates and fees pursuant to internal regulations of the Bank.

Article 8. Ensuring safety

In the course of operation, the Bank shall comply with the regulations on safe operations specified in Chapter VI of the Law on Credit Institutions and regulations of the SBV; perform classification of "Assets" and make provisions for losses as the buffer to risks in banking activities according to prevailing regulations.

Chapter 4

CHARTER CAPITAL AND OPERATIONAL CAPITAL

Article 9. Charter capital of the Bank ²¹

1. Charter capital is accounted in Vietnam dong (VND).
2. The Bank shall ensure that the actual charter capital level is not lower than the legal capital level prescribed by the law.
3. *Charter capital of the Bank can be raised from the following resources:*
 - a. Reserved fund to supplement charter capital;
 - b. Capital surplus fund; retained earnings and other funds as prescribed by law;
 - c. Public offering, private placement of shares;
 - d. Conversion of convertible bonds to ordinary shares;
 - e. Additional capital contributed by shareholders;
 - f. Other sources as prescribed by law.

²¹ Article 29 Circular 40/2011/TT-NHNN.

4. Charter capital shall be used for the following purposes:

- a. To purchase and invest in fixed assets of the Bank but shall not exceed the ratios prescribed by the SBV.
- b. To establish, contribute capital to establish, acquire subsidiaries and affiliates; contribute capital and purchase shares of other enterprises in accordance with the law.
- c. To grant credit to customers.
- d. To provide other services in accordance with the law.

Article 10. Change in Charter Capital

1. The change in the Bank's charter capital (either increase or decrease), shall be made only when it is passed by the General Meeting of Shareholders and approved in writing by the SBV prior to the change in accordance with current law. Written document approving the change in the Bank's charter capital is valid for twelve (12) months since the date of signing. In case where the increase of charter capital has not been completed by the deadline imposed, if the General Meeting of Shareholders approves a change in the plan to increase charter capital, which was approved by the SBV, the above document shall be invalid.
2. The procedures and documents of application for approval for changes in charter capital shall comply with the regulations of the SBV.
3. Upon completion of the change in charter capital, the Bank shall send a written report to the SBV on the results of the change in the charter capital, enclosed with a copy of the new business registration certificate recorded the new charter capital associated with a list of shareholders; at the same time, the Bank shall send the same package of documents to the SBV's branches in the provinces or cities where the Bank's business premises are located.
4. The Board of Directors of the Bank shall bear legal responsibility regarding appraisals of documents, procedures, conditions to approve capital contributions of shareholders in accordance with the SBV's regulations and Charter of the Bank.

Article 11. The operational funding of the Bank is composed of the following sources²²:

1. Equity:

- a. Charter capital;
- b. Differences due to asset revaluation, exchange rate differences as prescribed by law;
- c. Equity Surplus;
- d. Funds: Reserved fund to supplement charter capital, development and investment fund, financial reserved fund;
- e. Accumulated retained earnings, accumulated unrealized losses;
- f. Other capital owned by the Bank.

²² Article 4 Decree 93/2017/NĐ-CP.

2. Mobilized funds:

- a. Funds mobilized as deposits of organizations and individuals; funds mobilized through issuances of valuable papers;
- b. Entrusted funds;
- c. Borrowings from domestic and foreign credit institutions and financial institutions;
- d. Borrowings from the SBV.

3. Other sources of funds as prescribed by law.

Article 12. Use of assets and capital²³

The Bank has the right to proactively change its funding structure, assets to facilitate the business development.

The mobilization of capital and internal assets of the Bank shall comply with the regulations of the Board of Directors.

Article 13. Assurance of capital safety²⁴

1. The Bank shall have to maintain the following prudential ratios:

- a. Solvency ratio;
 - b. The minimal capital adequacy ratio prescribed by the SBV from time to time;
 - c. The maximal rate of short-term capital used for medium and long-term loans;
 - d. Maximal position of foreign currency and gold to equity;
 - e. The ratio of outstanding loan balance to total deposits;
 - f. The ratios of purchase of or investment in Government bonds and in Government guaranteed bonds²⁵.
2. The Bank participating in the national interbank payment system shall hold the minimal amount of valuable papers permitted to be mortgaged in accordance with regulations of the SBV from time to time.
 3. The total capital the Bank invests in other credit institutions or in the Bank's subsidiaries in the form of capital contribution, share purchase and investments in the form of capital contribution and share purchase for the purpose of taking control over banking, insurance and securities companies shall be excluded from the Bank's equity when calculating prudential ratios.
 4. Buy property insurance for assets which are legally required to be covered by insurance.

²³ Article 6 Decree 93/2017/NĐ-CP.

²⁴ Article 130 Law on Credit Institutions.

²⁵ Clause 23 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

5. Participate in deposit insurance and preservation organizations as prescribed by the Law on Credit Institutions, the Law on Deposit Insurance and other relevant regulations and publicize such participation at headquarters and branches.²⁶

Article 14. Application of Early Intervention to the Bank²⁷

1. In following cases The Bank may be subject to early intervention but is not placed under special control as prescribed in Article 82 of this Charter:
 - a. the Bank fails to maintain the solvency ratio prescribed in point (a), Clause 1, Article 13 of this Charter for three (03) consecutive months;
 - b. the Bank fails to maintain the capital adequacy ratio prescribed in point (b), Clause 1, Article 13 of this Charter for six (06) consecutive months;
 - c. the Bank is ranked as below average in accordance with SBV's regulations.
2. The Bank shall, within 30 days after the date of receipt of a letter from the SBV applying early intervention, report to the SBV on the actual status, reasons for and a plan on remedying the status describing Clause 1 of this Article and organize implementation of such a plan. The Bank shall amend its remedial plan upon a receipt of a written request of the SBV.

The period for implementing the remedial plan shall be a maximum of one year from the date of SBV letter on applying early intervention.

3. A remedial plan shall include one or more of the following measures:
 - a. Narrowing operational contents and scope of operation, restricting major transactions;
 - b. Increasing charter capital or issued capital; strengthening the possession of assets with high liquidity; selling or transferring assets and implementing other solutions in order to satisfy the requirements for ensuring safety in the banking operation;
 - c. Restricting payment of dividends, distribution of profit;
 - d. Reducing operational expenses, administrative expenses; restricting payment of remuneration, salaries and bonuses to managers and executives;
 - e. Strengthening risk management; restructuring the management apparatus and reducing staff numbers;
 - f. Other measures as provided by law.

²⁶ Clauses 3, 4 Article 8 Decree 93/2017/NĐ-CP

²⁷ Clause 25 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

Chapter 5

SHARES, STOCKS, SHAREHOLDERS, MAJOR SHAREHOLDERS AND FOUNDING SHAREHOLDERS

Article 15. Current charter capital, shares and shareholders of the Bank

1. The current charter capital of the Bank is VND 9,809,999,790,000 (nine thousand eight hundred and nine billion nine hundred and ninety nine million, seven hundred and ninety thousand Vietnamese dong).
2. The charter capital of the Bank is divided into a number of shares, of which each share has a par value of VND10,000 (ten thousand Vietnamese dong).
3. The Bank may change its charter capital when the change is passed by the General Meeting of Shareholders and approved by the SBV in accordance with the law.
4. The Bank's shares are ordinary shares. The rights and obligations arising from the shares are prescribed in Article 23 and Article 24 of the Charter.
5. The Bank may issue other types of shares upon obtaining approval of the General Meeting of Shareholders complying with the law.
6. The Bank may repurchase its issued shares in accordance with prevailing laws. The Bank's repurchase of its own shares shall be approved in writing by the SBV prior to the execution if the repurchase results in a reduction in the Bank's charter capital.
7. The Bank may issue other types of securities upon obtaining approval of authorities and the General Meeting of Shareholders or the Board of Directors in writing, in accordance with provisions of the Law on securities and securities market and provisions of this Charter.
8. The Bank must have minimum of 100 shareholders (excluding professional securities investors) and unlimited maximum number of shareholders, exceptional case when the Bank is under special control and is currently implementing a plan on compulsory transfer as prescribed in Chapter 20 of this Charter and item 1đ Chapter VIII of the Law on Credit Institutions (as amended and supplemented)²⁸.

Article 16. Shareholding limits

1. An individual shareholder shall not be allowed to hold a number of shares exceeding 5% of the Bank's charter capital²⁹.
2. An institutional shareholder shall not be allowed to hold a number of shares exceeding 15% of the Bank's charter capital, except for the following cases³⁰ :

²⁸ Clause 12 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

²⁹ Clause 1, Article 55 Law on Credit Institutions.

³⁰ Clause 2, Article 55 Law on Credit Institutions, Clause 14 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

- a. The Bank is under special control in accordance with the restructuring plan approved by the authorized level;
 - b. Ownership of shares by the Bank in its subsidiary company or affiliated company as prescribed in Clause 2 and Clause 3 of Article 6 of this Charter;
 - c. Ownership of shares by foreign investors as prescribed by the law.³¹
3. Shareholders and related persons of such shareholder are entitled to hold up to 20% of the Bank's charter capital, except in the cases as prescribed by Clause 2 of this Article.
- A major shareholder of the Bank and related persons of such shareholder is only permitted to own less than 5% of the charter capital of any other credit institution.³²
4. The shareholding ratio prescribed in Clauses 1, 2 and 3 of this Article shall include the capital entrusted to other organizations and individuals to purchase shares.
 5. In cases where organizations or individuals hold convertible bonds (if any), converting bonds into shares shall comply with the shareholding limit in this Article.
 6. Shareholding percentage of foreign investors in the Bank is prescribed by the Government and decision of the General Meeting of Shareholders

Article 17. Shares

1. *Shares of the Bank shall contain the following information:*³³
 - a. Name, business code, address of the headquarters of the Bank;
 - b. Number and date of issuance of Establishment and Operation License;
 - c. Number of shares and types of shares;
 - d. The par value of each share and the total par value of shares inscribed on the share certificate;
 - e. Full name, permanent address, nationality, citizenship card number, identity card, passport or other legal personal identification of individual shareholders; the name, business code or establishment decision number, and address of the head office of the institutional shareholders for the registered share certificate;
 - f. Summary of stock transfer procedures;
 - g. Sample signature of legal representative and seal of the Bank;
 - h. Registered number in the register of shareholders book and the date of share issuance.
2. Each shareholder will be provided with a share certificate according to the type of share to record the capital contribution. Shares of members of the Board of Directors, members of the Board of Supervisory, major shareholders, founding shareholders and foreign shareholders shall be issued in the form of registered share certificates.
3. Each issued share shall not be recorded multiple types of shares.

³¹ Article 7 Decree 01/2014/NĐ-CP

³² Clause 14 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

³³ Article 120 Enterprise Law 2014.

4. According to the provisions of this Charter, any person whose name is recorded in the Register of Shareholders for any types of shares shall be granted a certificate for free after purchasing or acquiring the shares transfer within thirty (30) days (or longer as prescribed by issuance regulations or by the Board of Directors regarding share transfer). Shares owned by members of the Board of Directors, members of Supervisory Board, major shareholders, founding shareholders and foreign shareholders must be registered.
5. In case of transferring only part of registered shares of a share certificate, the old share will be abolished and a new share recording the number of transferred shares and the remaining shares will be granted for free.
6. The Bank can manage shares on behalf of shareholders or grant share certificate on request of shareholders. If a share certificate is lost, burnt or otherwise destroyed, shareholder shall immediately report to the Bank and request to reissue the certificate and pay the fee as prescribed by the Bank.
7. The Bank's shares shall not be used to pledge at the Bank who has issued the shares in accordance with the law.
8. In case the shares are issued in the form of certificates, the Bank must issue shares to shareholders within thirty (30) days from the date shareholders fully pay for the shares as committed to the Bank³⁴.
9. The contents related to shares shall comply with the provisions of Article 120 of the Enterprise Law and this Charter.

Article 18. Offer for sale and transfer of shares

1. The ordinary shares issued for the purpose of raising capital shall be prioritized to offer to existing shareholders pro rata to their shareholding at the Bank, except for otherwise decisions made by the General Meeting of Shareholders. The number of shares not subscribed by the shareholders will be decided by the Board of Directors. The Board of Director may distribute such unsubscribed shares to other individuals and organizations under the conditions and in the manners the Board of Directors considers appropriate, provided that the conditions of such distribution are not more favorable than those offered to existing shareholders, except for shares sold through the Stock Exchange by auction.
2. All shares are freely transferred unless otherwise prescribed in this Charter and Law. Shares listed and registered on the Stock Exchange are transferred in accordance with the Law on securities and securities market.
3. Shares that have not been paid in full are not transferable and are not entitled to enjoy relevant rights, such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to buy new shares offered and other benefits as prescribed by law.

³⁴ Article 58 Law on Credit Institutions.

4. The following cases of share transfer shall be approved in writing by the Governor of the SBV before transfer:
 - a. Trading of shares of major shareholders;
 - b. The trading of shares which leads to the reposition of major shareholders to ordinary shareholders and vice versa.
5. The transfer of shares shall be conducted in accordance with prevailing regulations. The form of transfer is established in writing as regulate specifically by the Board of Directors. The transfer document is signed by the transferor, the transferee or their authorized representatives. Shares are considered as transferred when being paid in full and the information of purchaser specified in Clause 2, Article 22 of this Charter is fully recorded in the register of shareholders; from that point onwards, the transferee is recognized as a shareholder of the Bank.
6. The procedures of application for change of registered shares shall comply with the regulations.
7. Where a shareholder dies, the settlement of his rights and obligations shall comply with legal provisions on inheritance.
8. In case a shareholder is an organization being dissolved, bankrupted, split, consolidated, merged or otherwise prescribed by law which leads to termination of its legal existence, the rights and obligations of such shareholder or organization shall comply with the relevant regulations.
9. The Bank must comply with the regulations on listing and issuing stocks at the Stock Exchange in accordance with the regulations of the SBV, the State Securities Commission, the Bank's Charter and relevant prevailing regulations.
10. Individual shareholders, institutional shareholders whose representatives are members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer shall not be permitted to transfer their shares during their position holding time³⁵.
11. During the time of resolving the consequences caused by individual Board Member, Supervisory Board and Chief Executive Officer in accordance with resolutions of the General Meeting of Shareholders or as stipulated by the SBV, the member is not permitted to transfer shares unless the member is:
 - a. an authorized representative of a shareholder who is a merged, consolidated, split, dissolved, or bankrupted organization in accordance with the law;
 - b. forced to transfer shares in accordance with a court verdict;
 - c. the member who transfers/assigns shares to other investors in order to carry out the restructuring plan approved by the authorized level³⁶.

³⁵ Clause 1 Article 56 Law on Credit Institutions

³⁶ Clause 2 Article 56 Law on Credit Institutions, Clause 15 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

12. The shares transfer of founding shareholders who contributed their capital to establish the Bank, shall be performed in accordance with regulations of the SBV.
13. The offer for sale of shares, transfer of shares, and repurchase of shares shall be performed in accordance with the Law on Credit Institutions, the Enterprise Law, the Law on Securities and this Charter.

Article 19. Forfeiture of shares³⁷

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the unpaid amount together with interest accrued on such sum, plus costs arising from failure to pay in full to the Bank.
2. The above notification of payment must specify the new time-limit for payment (at least seven (07) days from the date on which the notification is sent) and place for payment, and must clearly state that for the case of failure to pay in full the unpaid amount as required, the number of unpaid shares shall be forfeited.
3. The Board of Directors shall have the right to forfeit the number of shares which have not been paid in full and on time if the requirements in the above notification are not fulfilled properly.
4. Forfeited Shares shall be regarded as shares entitled to be offered as prescribed in Clause 3, Article 111 of the Enterprise Law. The Board of Directors may directly sell or authorize to sell or re-distribute such shares to other entities, on the conditions and in the manner the Board of Directors considers appropriate.
5. Shareholders holding forfeited shares shall be required to waive their shareholders status with respect to such shares, but, at the date of forfeiture under a decision of the Board of Directors, shall bear all payment obligations arising from such shares and interest amount arising (not exceed 10% per annum) from the date of forfeiture to the date of payment. The Board of Directors shall have full power to coerce the shareholders into payment of all payables related to the shares at the date of forfeiture.
6. An notification of the forfeiture shall be sent to the holders of the shares which are to be forfeited prior to the time of forfeiture. The forfeiture shall remain valid even if there is a mistake or carelessness during the course of sending the notification.

Article 20. Issuance of bonds³⁸ and other securities certificates

The Bank shall have the right to issue bonds, convertible bonds, warrant-linked bonds and other types of bonds in accordance with the law and the Bank's Charter.

Issuing bond certificates or other securities certificates shall bear the signature of legal representative and seal of the Bank³⁹

³⁷ Article 10 Template of Charter, Annex 01 Circular 95/2017/TT-BTC

³⁸ Decree 163/2018/ND-CP, Circular 34/2013/TT-NHNN.

³⁹ Article 8 Template of Charter, Annex 01 Circular 95/2017/TT-BTC.

Chapter 6

ORGANIZATIONAL AND MANAGERIAL STRUCTURE

Article 21. Organizational and managerial structure, administration and control ⁴⁰

1. The organizational and managerial structure of the Bank is composed of:
 - a. The General Meeting of Shareholders
 - b. The Board of Directors;
 - c. The Supervisory Board;
 - d. The Chief Executive Officer;
 - e. Execution Unit.

The Board of Directors shall specify the structure, functions and tasks of the managerial and executive units and manage properly in accordance with the regulations and the scale of business operations of the Bank. The Board of Directors shall set up an internal mechanism of authorization and assignment within the Board of Directors, the Supervisory Board, the Chief Executive Officer and the execution unit.

Chapter 7

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 22. Register of shareholders ⁴¹

1. The Bank shall establish and maintain a register of shareholders from the date of issuance of the enterprise registration certificate. The register of shareholders can be in the form of either hard copy or soft copy or both.
2. *A register of shareholders shall contain the following information:*
 - a. Name, business code and address of the headquarters of the Bank;
 - b. Total number of shares entitled to be offered, types of shares entitled to be offered and number of shares entitled to be offered of each type;
 - c. Total number of shares sold of each type and value of contributed capital;
 - d. Full name, permanent address, nationality, citizen identification card number, identity card, passport or other legal personal identification for individual shareholders; name, business code or establishment decision number, address of the head office for institutional shareholders;
 - e. The number of shares of each types of each shareholder and the date of registration
3. The register of shareholders shall be stored at the headquarters of the Bank or Vietnam Securities Depository (“VSD”). Shareholders have the right to access to the register of

⁴⁰ Article 11 Template of Charter, Annex 01 Circular 95/2017/TT-BTC.

⁴¹ Article 121 Enterprise Law 2014.

shareholders to review, search, extract and copy any content during working hours of the Bank or VSD.

4. *Establish the list of shareholders:*

- a. The Bank shall specify the time of establishing the list of shareholders entitled to the rights of shareholders and ensure shareholders have sufficient time to make adjustments regarding their personal information and their number of shares owned at the Bank before the list of shareholders is established;
- b. Transactions of share transfer incurring after the date of closing shareholder list to the date of executing shareholder rights, beneficiary of the shareholder rights shall fall into the transferor of the transactions.

Article 23. Rights of Shareholders⁴²

1. *Ordinary shareholders shall have the following rights:*

- a. The rights prescribed in *Article 53 of the Law on Credit Institutions*, specifically as follows:
 - Participate, speak and vote directly or indirectly through its authorized representative(s) in the General Meeting of Shareholders; each ordinary share carries a vote;
 - Receive dividends at the amount determined by the General Meeting of Shareholders;
 - Freely transfer their shares which have been paid in full to any other shareholders or individual and organizations or to the Bank in accordance with the Law and this Charter;
 - Being prioritized to purchase the new offered shares pro rata with the proportion of their shareholding in the Bank;
 - Have access to the list of voting shareholders for review, reference, and extract of information therefrom and request correction of any inaccurate information;
 - Have approach to the information of shareholders list that are entitled to attend the General Meeting of Shareholders;
 - Have access to the Bank's Charter, minutes book of General Meetings of Shareholders and resolutions of General Meetings of Shareholders for review, reference, extract or ask for a copy;
 - Upon dissolution or bankruptcy of the Bank, shall be distributed part of the remaining assets of the Bank pro rata to its proportion of share capital contribution in the Bank, after the Bank has fulfilled all payment obligations (including payments to the State, taxes and duties) to its creditors and shareholders holding other shares of the Bank in accordance with the law;

⁴² Article 53 Law on Credit Institutions, Article 114 and 115 Enterprise Law 2014.

- Authorize in writing other persons to exercise their rights and obligations; the authorized person is allowed to authorize another person in writing if agreed by the shareholders; the authorized person is not allowed to self-nominate;
 - Nominate or recommend candidates to the Board of Directors or the Supervisory Board in accordance with this Charter.
 - Other rights as prescribed by law and this Charter.
- b. A shareholder or group of shareholders, who for at least 06 (six) consecutive months holds more than 10% of overall ordinary shares of the Bank, shall have the rights as prescribed in *Clauses 2 and 3 of Article 114 of the Enterprise Law*, as follow:
- Recommend candidates to the Board of Directors and the Supervisory Board of the Bank in accordance with the law;
 - Have access to the meeting minutes and resolutions of the Board of Directors, the Bank's mid-year financial statements and annual financial statements made in the form provided by the Vietnam accounting system, and reports of the Supervisory Board for review and extract;
 - Request the Supervisory Board to examine each specific issue related to management and operation of the Bank when necessary. The request must be made in writing and specify full name, permanent residence address, nationality, and number of Identity Card, Passport or any other valid personal identification of the shareholder(s), if the shareholder is an individual; name, permanent residence address, nationality, and number of establishment decision or business registration of the shareholder(s), if the shareholder is an organization; number of shares held by each shareholder and time of shareholder registration; total number of shares of the group of shareholders and its ownership ratio; issues that are requested to be examined and objectives;
 - Request to convene the General Meeting of Shareholder in the following cases:
 - + The Board of Directors seriously breaches the rights of shareholders, obligations of the Bank management or makes decisions beyond its authority;
 - + The term of the Board of Directors expires more than 06 (six) months but the new Board of Directors has not yet been elected for replacement;
 - + Other cases as prescribed in this Charter.

The request for convening of a General Meeting of Shareholder must be made in writing and specify full name, permanent residence address, nationality, and number of Identity Card or Passport or any other valid personal identification of the shareholder(s), if the shareholder is an individual; name, permanent residence address, nationality, and number of establishment decision or business registration of the shareholder(s), if the shareholder is an organization; number of shares held by each shareholder and time of shareholder registration; total number of shares of the group of shareholders and its ownership ratio; grounds and reasons for

convening of the General Meeting of Shareholders. Documents and evidences on breaches of the Board of Directors and seriousness of breaches or decisions beyond the authority shall be attached to such request.

- Other rights in accordance with the law and this Charter.
- c. Nominations to the Board of Directors and the Supervisory Board shall comply with the provisions of *Clause 4, Article 114 of the Enterprise Law* but the list of candidates must be sent to the Board of Directors before the deadline imposed by the Board of Directors.
 - Ordinary shareholders, who voluntarily form a group to satisfy conditions of nomination to the Board of Directors and the Supervisory Board shall have to inform shareholders about the grouping no later than the opening time of General Meeting of Shareholders;

Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or group of shareholders owning more than 10% of total ordinary shares for at least six (06) consecutive months are entitled to nominate one or several person(s) as candidate(s) of the Board of Directors and Supervisory Board according to decision of General Meeting of Shareholders.

In case the number of nominations made by shareholders or groups of shareholders is lower than the number of nominations they are entitled to make as prescribed in decision of the General Meeting of Shareholder, the remaining nominations shall be made by the incumbent Board of Directors and incumbent Supervisory Board.

2. Voting preference shareholders (if any) shall have the rights prescribed in *Clause 2, Article 116 of the Enterprise Law*.
3. Dividend preference shareholders (if any) shall have the rights prescribed in *Clause 2, Article 117 of the Enterprise Law*.

Article 24. Obligations of shareholders⁴³

1. Shareholders of the Bank must perform the following obligations:
 - a. To pay in full for shares for which the shareholder has committed to subscribe within the term prescribed by the Bank and be responsible for liabilities and other asset obligations of the Bank to the extent of the capital contributed to the Bank;
 - b. Not to be permitted to withdraw from the Bank the contributed capital in any form which results in the reduction of the Bank's charter capital;
 - c. Be legally liable for the lawfulness of the source of capital contributed to or used to purchase shares or used to acquire a transfer of shares in the Bank; not to use capital sources from credit extended by the Bank for the purpose of purchasing or receiving a transfer of shares in the Bank; and not to contribute capital to or to purchase shares in

⁴³ Article 54 Law on Credit Institutions and Article 13, Template of Charter, Annex 01 Circular 95/2017/TT-BTC.

- the Bank in the name of another individual or legal entity in any form, except in a case of entrustment in accordance with law⁴⁴;
- d. To comply with the Charter and internal regulations of the Bank;
 - e. To attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:
 - Attending and voting directly at the meeting;
 - Authorizing others to attend and vote at the meeting;
 - Attending and voting through online meetings, electronic voting or other electronic forms;
 - Sending votes to the meeting by mail, fax, or email.
 - f. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
 - g. Provide correct address when subscribing for shares;
 - h. To fulfill other obligations in accordance with current law and this Charter.
 - i. Ordinary shareholders shall be personally liable when acting on behalf of the Bank in any form to commit a breach of law, conduct business and other transactions for personal interests, or for interests of other individuals or organizations and pay for undue debts which may entail financial risks to the Bank.
2. Shareholders entrusted by other individuals, organizations when investing in the Bank shall inform the Bank about actual owners of the shares entrusted. If information of the actual owners is not disclosed, in case the Bank detects the actual owners, the Bank shall have the right to waive shareholder rights relative to the amount of undisclosed shares.
 3. Other obligations as prescribed by the law.

Article 25. The General Meeting of Shareholders and The authority to convene the General Meeting of Shareholders⁴⁵

1. Annual General Meeting of Shareholders or Extraordinary General Meetings shall be held at least once every year. The venue of the General Meeting of Shareholders must be in the territory of Vietnam. The annual General Meeting of Shareholders shall be held within (04) four months since the closing date of the fiscal year. As request of the Board of Directors, the business registry office may extend up to six (06) months from the closing date of a fiscal year.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects the appropriate venue. The Annual General Meeting of Shareholders makes decisions within the extent permitted by the regulations and the Charter of the Bank, especially approves annual financial statements and estimates the budget for the next fiscal year. In

⁴⁴ Clause 13 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

⁴⁵ Article 59 Law on Credit Institutions and Article 14, Template of Charter, Annex 01 Circular 95/2017/TT-BTC

case auditor's report contains qualified opinions, the Bank may invite representatives of the independent auditor to attend the Annual General Meeting of Shareholders to explain the opinions.

3. The Annual General Meeting of Shareholders discusses and approves the following issues:
 - a. Annual audited financial statements; plan of profit distribution
 - b. Report of the Board of Directors assessing the current business management at the Bank;
 - c. Report of the Supervisory Board on the management of Board of Directors, Director or Chief Executive Officer;
 - d. Dividend rates for each class of share; the annual dividend payment for each class of shares shall be in accordance with the Enterprise Law and the rights attached to such class of shares. This dividend rates shall not be higher than that proposed by the Board of Directors after asking for shareholders' opinion at the General Meeting of Shareholders;
 - e. Other issues within the jurisdiction.
4. ***The Board of Directors must convene an Extraordinary Meeting of the General Meeting of Shareholders in the following cases:***
 - a. The Board of Directors deems it necessary for the interest of the Bank;
 - b. The current number of members of the Supervisory Board and of the Board of Directors is below the minimum number prescribed by the law, including cases of non-compliance on the number of independent members, minimum non-management members of the Bank as required by the Law on Credit Institutions;
 - c. The number of members of the Board of Directors is reduced by more than one third (1/3) compared to the number of members prescribed in this Charter and/or the members of the Board of Directors have been approved by the General Meeting of Shareholders;
 - d. At the request of shareholders or a group of shareholders owning more than 10% (ten percent) of ordinary shares for at least six (06) consecutive months; The request for convening the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, bearing the signatures of the related shareholders or must be written in a number of copies, which gathers all signatures of the related shareholders;
 - e. At the request of the Supervisory Board if the Supervisory Board has the reason to believe that members of the Board of Director or the other executives seriously violate their obligations under Article 160 of the Enterprise Law or the Board of Directors acting or intending to act outside the scope of its powers;
 - f. At the request of the SBV ⁴⁶;
 - g. Other cases as prescribed by the law

⁴⁶ Article 60 Law on Credit Institutions.

5. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or of the Supervisory Board fall into as specified at points b and c, Clause 4 or receiving the requests prescribed at points d and e, Clause 4 of this Article.

If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors shall bear the legal responsibility and shall have to compensate for damages incurred to the Bank.

6. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 5 of this Article, within the next thirty (30) days, the Supervisory Board shall convene the meeting General Meeting of Shareholders on behalf of Board of Directors in accordance with Clause 5 of Article 136 of the Law Enterprises and this Charter.

If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Head of Supervisory Board shall bear the legal responsibility and shall have to compensate for damages incurred to the Bank.

7. Where the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Clause 6 of this Article, shareholders or a group of shareholders owning more than 10% (ten percent) of ordinary shares for at least six (6) consecutive months with a filed request to convene the General Meeting of Shareholders have the rights to convene the General Meeting of Shareholders in place of the Board of Directors and Supervisory Board in accordance with provisions of Clause 6 of Article 136 of the Enterprise Law and this Charter.

In this case, the shareholder or group of shareholders, who convene the General Meeting of Shareholders, may request the business registration authority to supervise the sequence and procedure for convening, conducting meetings and issuing decisions of the General Meeting of Shareholders.

8. The convener must establish a list of shareholders entitled to attend the General Meeting of Shareholders, provide information and settle complaints related to the list of shareholders, prepare the agenda and contents of the meeting, prepare the documents, select the time and venue of the meeting, send meeting invitation to shareholders entitled to attend the meeting in accordance with the Enterprise Law and this Charter.
9. All expenses incurred for convening and conducting the General Meeting of Shareholders in accordance with Clauses 5, 6 and 7 of this Article shall be reimbursed by the Bank. Such expense shall not include expenses paid by shareholders when attending General Meeting of Shareholders, including accommodation and travel expenses.

Article 26 List of shareholders entitled to attend the General Meeting of Shareholders⁴⁷

⁴⁷ Article 137 Enterprise Law 2014.

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the Register of shareholders of the Bank. The list of shareholders entitled to attend the General Meeting of Shareholders is established no earlier than 05 days prior to the date of sending invitations to attend the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, permanent address, nationality, citizen identification card number, identity card, passport or other personal identification number for individuals shareholders; the name, business code or establishment decision number, address of the head office for institutional shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.
3. Shareholders shall have the right to review, search, extract and copy the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend incorrect information or add necessary information regarding their personal information in the list of shareholders entitled to attend the General Meeting of Shareholders.

Article 27. Rights and duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making authority of the Bank.
2. Institutional shareholders have the right to appoint one or several authorized representatives to exercise his/her shareholder rights in accordance with the law; in cases where more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified. The appointment, termination or change of the authorized representative must be notified in writing to the Bank in the shortest time. The notice must contain the following contents:
 - a. Name, permanent address, nationality, number and date of establishment or business registration of the shareholder;
 - b. Number of shares, type of shares and date of shareholder registration at the Bank;
 - c. Full name, permanent address, nationality, number of Identity Card, Passport or other legal personal identification of the authorized representative;
 - d. Number of shares authorized to represent;
 - e. The duration of authorized representation;
 - f. Full name and signature of the authorized representative and legal representative of the shareholder;
 - g. Within five (5) working days from the date of receipt of the notice, the Bank must send a notice to the business registration authority on the authorized representatives.
3. ***The General Meeting of Shareholders shall have the following rights and duties⁴⁸:***
 - a. To approve the Bank's development strategy;

⁴⁸ Clause 2 Article 59 Law on Credit Institutions.

- b. To amend and supplement the Charter of the Bank;
- c. To approve the regulations on organization and operation of the Board of Directors and the Supervisory Board;
- d. To decide the number of members of the Board of Directors, the Supervisory Board in each term of office; To elect, dismiss, remove, supplement or replace members of the Board of Directors and members of the Supervisory Board in accordance with the regulations and this Charter;
- e. To decide on the levels of remuneration, bonuses and other benefits for members of the Board of Directors, members of the Supervisory Board and the operating budget of the Board of Directors and the Supervisory Board;
- f. Within scope of authority, to consider and deal with violations of the Board of Directors and the Supervisory Board causing damages to the Bank and to shareholders of the Bank;
- g. To decide on the organizational structure and the managerial apparatus of the Bank;
- h. To approve the plan of change in charter capital; approve plan of share to be offered for sale, including the classes of shares and the number of new shares to be offered for sale;
- i. To approve the redemption of shares already sold;
- j. To approve the plan on the issuance of convertible bonds;
- k. To approve of annual financial statements; plan for the distribution of profits after fulfilling the tax obligations and other financial obligations of the Bank;
- l. To approve the reports of the Board of Directors and the Supervisory Board on the performance of assigned tasks and authorities;
- m. Decision on the establishment of subsidiaries;
- n. To approve the plan of capital contribution to and purchase of shares from enterprises or other credit institutions valued at 20% or more of the Bank's charter capital as stated in the most recent audited financial statements;
- o. To make decisions on investment in, purchase, sale of assets of the Bank with a value of 20% or more of the Bank's charter capital stated as recorded in the most recent audited financial statements;
- p. To approve the contracts valued at above 20% of the Bank's charter capital as recorded in the most recent audited financial statements between the Bank and members of the Board of Directors, members of the Supervisory Board, major shareholders, related persons of the management officers, members of the Supervisory Board, major shareholders of the Bank; subsidiaries, affiliates of the Bank;
- q. To decide on the division, separation, consolidation, merger, conversion of legal form, restructuring and dissolution (liquidation and appointment of liquidator) of the Bank or request the Court to open bankruptcy procedures for the Bank;
- r. To decide solution to overcome major financial fluctuations confronting the Bank;
- s. Other issues in accordance with the Law and this Charter.

4. Shareholders are not allowed to participate in voting in the following cases:
 - a. Contracts specified at point p, Clause 3 of this Article when the shareholder or related persons of the shareholder is a party of the contracts;
 - b. The purchase of shares of the shareholder or of the related person of the shareholder, except for the acquisition of shares made pro rata to the shareholding ratio of all shareholders or the acquisition is made on the Stock Exchange by order matching or public bids in accordance with the law.
5. The Annual General Meeting of Shareholders shall discuss and approve at least the issues prescribed in Points k and l, Clause 3 of this Article and other matters within its authority as prescribed in this Charter.

Article 28. Right to attend the General Meeting of Shareholders

1. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the law may authorize the attendance to other representative individuals or organizations. In case there are more than one authorized representative, the number of shares and the number of votes authorized for each representative must be specified.
2. Where the lawyer appoints a representative on behalf of the principal, the appointment of the representative in this case shall be considered valid only if the appointment of the representative is presented with the authorization letter to the lawyer (if previously not registered with the Bank).
3. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing in the form prescribed by the Bank and must have signature in accordance with the following provisions:
 - a. In case the principal is an individual shareholder, the authorization letter must have signatures of both the shareholder and the person authorized to attend the meeting;
 - b. In case the principal is an institutional shareholder, the authorization letter must have signatures of the legal representative or authorized representative of the institutional shareholder and signatures of individual or the legal representative of the organization authorized to attend the meeting;
 - c. In other cases, authorization must have signature of the legal representative of the shareholder and the person authorized to attend the meeting;
 - d. Authorized persons to attend the General Meeting of Shareholders must submit authorization letter before entering the meeting room.
4. Except for the case specified in Clause 2 of this Article, the voting slip of the person authorized to attend the meeting within the scope of his/her authorization shall remain effective in one of the following cases:
 - a. The principal dies, or his/her capacity for civil acts is lost or is restricted;
 - b. The principal has canceled the authorization;
 - c. The principal has revoked the authority of the person performing the authorization

5. The provisions of Clause 4 of this Article shall not apply if the Bank receives a written notice of one of the cases specified in Clause 4 of this Article before the General Meeting of Shareholders opens or before the meeting is re-convened⁴⁹.

Article 29. Passing of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions which fall within its power by voting in the meeting or collecting written opinions.
2. Resolutions of the General Meeting of Shareholders passed by 100% of total voting shares are legal and effective even if the order and procedures for passing such resolutions are not properly implemented in accordance with the law⁵⁰.
3. Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of approval.
4. Decisions of the General Meeting of Shareholders on the matters prescribed in Points a, d, f and q Clause 3 of Article 27 of this Charter must be passed by voting at the General Meeting of Shareholders .
5. Decisions of the General Meeting of Shareholders shall be passed at the meeting when the following conditions are met⁵¹:
 - a. Except for the case specified at point b of this Clause, the decision of the General Meeting of Shareholders shall be passed at the meeting when it is approved by the number of shareholders representing more than 51% of the total voting share of all shareholders attending the meeting.
 - b. For decisions on matters prescribed at Points b, h, o and q, Clause 3, Article 27 of this Charter shall be passed in the meeting when it is approved by a number of shareholders representing over 65% of the total voting share of all shareholders attending the meeting.
6. The vote on the election of the members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting method whereby each shareholder has the total number of votes equal to the total number of shares multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board and shareholders have the right to spend all of their votes for one or several candidates.
7. The authority and procedures to collect shareholders' opinions in writing to pass decisions of the General Meeting of Shareholders shall be implemented in accordance with the provisions of Article 32 of this Charter. Where a resolution is passed by collecting written opinions, a resolution of the General Meeting of Shareholders shall be passed when it is approved by a number of shareholders representing at least 51% of the total voting shares.

⁴⁹ Article 16 Template of Charter, Annex 1, Circular 95/2017/TT-BTC

⁵⁰ Clause 2 Article 148 Enterprise Law 2014.

⁵¹ Clause 3 Article 59 Law on Credit Institutions.

Article 30. Agenda and contents of the General Meeting of Shareholders, meeting invitation to the General Meeting of Shareholders⁵²

1. Agenda and contents of the General Meeting of Shareholders:

- a. The convener of the General Meeting of Shareholders must prepare the agenda, contents and documents of the meeting, including:
 - List of shareholders entitled to participate and vote at the General Meeting of Shareholders.
 - Agenda and contents of the meeting;
 - Documents for the meeting;
 - Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda;
 - Determination of the time and venue of the meeting;
 - Notification and notice sending of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - Other jobs assisting the meeting.
- b. Shareholders or a group of shareholders owning more than 10% (ten percent) of ordinary shares of the Bank for at least six (06) consecutive months shall have a right to propose to include issues in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Bank at least three (3) working days prior to the date the General Meeting of Shareholders opens. The proposal must include the full name of the shareholder, permanent address, nationality, citizen identification number, identity card, passport or other legal personal identification number for individual shareholders; the name, enterprise code or establishment decision number, head office address for institutional shareholders; the number and type of shares the shareholder holds, and the content of the proposal to be included in the agenda.
- c. The convener of the General Meeting of Shareholders shall have the right to reject the proposal prescribed at Point b of this Clause if they fall into one of the following cases:
 - Proposals not being sent on time as imposed or the proposal does not contain sufficient and correct information as required;
 - At the time of the proposal, shareholders or groups of shareholders fails to hold more than 10% of ordinary shares for at least six (06) consecutive months.
 - The proposed issue is beyond the authority of the General Meeting of Shareholders;
 - Other cases in accordance with the law and this Charter.
- d. The person convening a meeting of the General Meeting of Shareholders shall accept and submit the proposals prescribed in Point (b) of this Clause into the tentative meeting agenda and contents, except for the cases prescribed in Point (c) of this Clause; the

⁵² Article 138 Enterprise Law 2014.

proposal is officially added to the agenda and content of the meeting if they are approved by the General Meeting of Shareholders.

2. *Invitation to the General Meeting of Shareholders*⁵³:

- a. The convener of the General Meeting of Shareholders shall send a notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting at least ten (10) days prior the date of opening the General Meeting of Shareholders. Notice shall be sent by secured method to the permanent address of shareholders.

The meeting invitation must contain the name, head office address, company code of the company; the name and permanent address of the shareholders or the authorized representative(s) of the shareholder; time and venue of meeting.

- b. Attached to the meeting invitation shall be a meeting agenda, documents used in the meeting and a draft resolution on each issue in the agenda; form of representative appointment.
- c. If the Bank has a website, the sending of meeting documents in accordance with the notice of meeting mentioned at Point b of this Clause 2 may be replaced by posting on the website of the Bank. In such case, the invitation to the meeting must specify where and how to download the documents and the Bank must send the meeting documents to the shareholders if requested by the shareholders.

Article 31. Conditions and procedures for conducting the meeting and voting. the meeting minutes of the General Meeting of Shareholders

1. *Conditions for conducting the General Meeting of Shareholders*:

- a. The General Meeting of Shareholders shall be held when the number of attending shareholders represents at least 51% of the total number of voting shares⁵⁴.
- b. If the first meeting fails to meet the conditions prescribed at Point a of this Clause, the second meeting shall be convened within thirty (30) days from the date of the first meeting. A second meeting of the General Meeting of Shareholders shall be convened when the number of shareholders attending the meeting represents at least 33% of the total number of voting shares.
- c. If the second meeting of the meeting fails to meet the conditions prescribed at Point b of this Clause, the meeting may be convened for the third time within twenty (20) days from the date of the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be conducted irrespective of the number of shareholders attending the meeting and the percentage of voting shares represented by the attending shareholders.
- d. Only the General Meeting of Shareholders has the right to change the meeting agenda sent together with the meeting invitation as prescribed in Clause 2 of Article 30 of this Charter.

⁵³ Article 139 Enterprise Law 2014.

⁵⁴ Article 141 Enterprise Law 2014

- e. In case the meeting of the General Meeting of Shareholders has been qualified to be conducted, but (i) the General Meeting of Shareholders fails to pass the meeting agenda; or (ii) the General Meeting of Shareholders fails to pass the resolutions of the General Meeting of Shareholders; or (iii) the General Meeting of Shareholders has been cancelled due to inevitable reasons and cannot be approved for further conduct at other time, it is considered that the General Meeting of Shareholders has not qualified to be conducted and regarded as a convening of the General Meeting of Shareholders, the next convening shall be conducted as prescribed in Points b and c of this Clause.
2. ***Procedures for conducting the meeting and voting at the General Meeting of Shareholders***⁵⁵:
- a. Before the opening of the meeting, the procedures for registration of shareholders attending the General Meeting of Shareholders must be conducted and the registration must be made until all the shareholders entitled to attend the meeting have been registered.
- b. When conducting shareholder registration, the Bank shall issue a voting card to each shareholder or his/her authorized representative, which states the registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder.
- c. The Chairman, secretary and vote counting committee of the General Meeting of Shareholders are elected as follows:
- The Chairman of the Board of Directors shall act as chairman of all meetings convened by the Board of Directors; In case where the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of the members to be the chairman of the meeting on the principle of majority; In case no person can be the chairman, the head of the Supervisory Board arrange the General Meeting of Shareholders to elect the chairman of the meeting among the participants and the person with the highest number of votes shall act as chairman of the meeting;
 - In other cases, the person who signed the document convening of the General Meeting of Shareholders shall arrange the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall act as chairman of the meeting;
 - The Chairman shall appoint one or several persons to act as secretary to prepare minutes of the General Meeting of Shareholders;
 - The General Meeting of Shareholders shall elect the persons responsible for counting votes or supervising the counting votes as the proposal of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders on the basis of the proposal of the Chairman;

⁵⁵ Article 142 Enterprise Law 2014.

- d. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify in detail the time slot for each issue in the agenda; The agenda and content of the meeting may be approved by the General Meeting of Shareholders in whole or in part and if only partially approved, the General Meeting of Shareholders shall be conducted with a part of the program and approved contents, the contents not approved will be considered passed in another next General Meeting of Shareholders;
- e. The Chairman of the General Meeting of Shareholders has the right to conduct necessary activities to control the meeting in a reasonable and orderly manner in accordance with the approved agenda and reflects the wishes of the majority of the participants.
- f. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda of the meeting. When voting is conducted at the General Meeting of Shareholders, the card which voted for the resolution shall be collected in advance, the card which voted against the resolution shall be collected later and finally, it shall count the total number of cards votes for or number of cards votes against to making decision. The total number of card voted for, against, abstained or invalid on each issue shall be announced by the Chairman immediately after voting;
- g. A shareholder or authorized person who attends the meeting after the opening of the meeting shall be registered and entitled to participate in voting immediately after registration. The Chairman shall not delay the meeting for late attendee; In this case, the effectiveness of any voting which has already been conducted shall not be affected;
- h. The convener of the General Meeting of Shareholders shall have the following rights:
 - To require all participants to be checked or subject to other legally and appropriately security measures;
 - To request the competent authority to maintain the order during the meeting; to expel those who fails to comply with the Chairman's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with the security inspection requirements out of the General Meeting of Shareholders;
 - To support shareholders to attend (or continue to attend) the meeting.
- i. The Chairman shall have the right to postpone or temporarily suspend the General Meeting of Shareholders which has sufficient number of persons to attend the meeting as prescribed to another time or to change the location in the following cases:
 - The location does not have enough seats for all attendees;
 - The means of information at the meeting place do not satisfy for the participants discuss and vote;
 - Attendees' acts obstruct, disturb the order at the meeting or are likely to prevent the meeting from being conducted fairly and legally. The maximum time for any adjournment of a meeting shall not exceed three (3) days from the date of the proposed opening of the meeting.

- j. In a case where the chairman adjourns or postpones a General Meeting of Shareholders contrary to the provisions of Point (i) of this Clause, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairman in conducting the meeting (on the basis of majority, i.e., over 51% of the total number of votes) until it finishes, all resolutions approved at that meeting will be effective.
- k. Annual General Meeting of Shareholders is not organized in the form of collecting shareholders' opinions in writing.

3. **Minutes of General Meeting of Shareholders⁵⁶:**

- a. The General Meeting of Shareholders must be recorded in the minute book of the Bank and may be recorded or writing and stored in another electronic form. The minutes must be made in Vietnamese, possibly in a foreign language and must contain the following main particulars:

- Name, code of the enterprise, address of the head office;
- Time and venue of the General Meeting of Shareholders;
- Agenda and contents of the meeting;
- Chairman and secretary;
- A summary of transaction at the meeting and the opinions stated at the General Meeting of Shareholders on each matter set out in the meeting agenda;
- The number of shareholders and total number of votes of shareholders attending the meeting, appendix of the registered shareholders list, representatives of shareholders attending the meeting with the number of shares and the respective number of vote;
- The total number of votes for each voting issue, in which clearly states the way of voting, total number of valid and invalid votes, the total number of votes for, against and "no opinion"; the proportion of the total number of votes of shareholders attending the meeting;
- The issues which have been passed and the proportion of votes approved;
- Full name, signature of the chairman and secretary.

Minutes which prepared in both Vietnamese and foreign languages are legally effective. In case of differences in contents between the Vietnamese and foreign language versions, the contents in the Vietnamese minutes shall prevail.

- b. Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting.
- c. The chairman and secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- d. Minutes of the General Meeting of Shareholders must be disclosed on the Bank's website within twenty four (24) hours or sent to all shareholders within fifteen (15) days, since the closing date of the meeting; the sending of vote counts can be replaced by posting on the Bank's website (if any).

⁵⁶ Article 141 Enterprise Law 2014.

- e. Minutes of the General Meeting of Shareholders are considered as evidence of the work done at the General Meeting of Shareholders unless there are objections to the contents of the minutes made in accordance with the regulated procedures within ten (10) days from the date of sending the minutes.
- f. Minutes of the General Meeting of Shareholders, appendix of the list of shareholders attending the meeting, full version of the resolution passed and related documents sent together with the notice of meeting must be kept at the headquarters of Bank.

Article 32. Authority and procedures for collecting written opinions of shareholders in order to pass resolutions of the General Meeting of Shareholders⁵⁷

1. The Board of Directors shall have the right to collect written opinions of shareholders in order to pass a resolution of the General Meeting of Shareholders at any time, if it considers necessary in the interest of the Bank, except for matters which must be approved by way of voting at the General Meeting of Shareholders;
2. The Board of Directors shall prepare the written ballot, draft resolutions of the General Meeting of Shareholders and the documents explaining the draft resolution and send to all shareholders which have voting rights at least 10 days before the deadline for returning the completed written ballots. The written ballots attached to the draft decision(s) and the explanatory documents must be sent by secured mean to the permanent address of each shareholder.
3. *The written ballot must contain the following principal particulars:*
 - a. Name, address of the head office, enterprise code of the Bank;
 - b. Purpose of collecting opinions
 - c. Full name, permanent address, nationality, citizenship card number, identity card, passport or other legal personal identification of individual shareholders; Name, address of the head office, business code or establishment decision number institutional shareholders or full name, permanent address, nationality, citizen identification card number, identity card, Passport or other lawful personal identification of the representative of institutional shareholders; Number of shares of each type and number of voting shares of each shareholder;
 - d. The issues for collecting written opinions for approval;
 - e. Voting options comprising “for”, “against” and “abstain”;
 - f. The deadline by which the completed written ballots must be returned to the Bank;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Bank;
4. Shareholders may send written ballots to the Bank in one of the following forms:
 - a. By post: answered written ballot delivered to the Bank by post must be kept in a sealed envelope and no one should be entitled to open it before the counting of the vote;

⁵⁷ Article 145 Enterprise Law 2014.

- b. By fax or email: Answered written ballots delivered to the Bank by fax or email must be kept confidential until the time of vote counting.
 - c. An answered written ballot must bear signature of individual shareholders, signature of authorized representative or by legal representative of institutional or individual shareholder.
 - d. Any written ballot delivered to the Bank after the deadline specified in such ballot or opened in the case of mailing and being disclosed in the case of sending a fax or email is invalid. Answered written ballots which are not delivered to the Bank are considered as not participating in the vote.
5. Board of Directors shall count the votes and prepare a minute of vote counting in the presence of the Supervisory Board or the shareholders who do not hold a managerial position in the Bank. The vote counting minutes shall contain the following information:
- a. Name, address of the headquarters, enterprise code;
 - b. Purpose and issues to be collected the opinion for the adoption of the decision;
 - c. The number of shareholders participating the vote and their corresponding number of votes, in which classifying the number of valid votes and the number of invalid votes and the method of sending the written ballots, together with the appendix of the list of shareholders participating in the voting;
 - d. Total number of votes “for”, “against” and “abstain” on each issue;
 - e. Resolutions which have been passed;
 - f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Bank, the vote-counting supervisor(s) and the vote counter(s).
- The members of the Board of Directors, the vote-counting supervisor(s) and the vote counter(s) shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any losses arising from a passed resolution due to untruthful or inaccurate counting of votes;
6. Minutes of vote-counting must be sent to shareholders within fifteen (15) days from the date of completion of counting of votes. In case the Bank has an electronic website, the serving of the vote counting minutes may be replaced by posting on the website of the Bank.
7. Answered written ballots, the minute of counting of votes, the full text of the resolutions which was passed and related documents enclosed to the written ballots must be archived at the headquarters of the Bank;
8. Resolutions which are passed by the form of collecting written opinions of shareholders shall be valid as the resolutions passed by the General Meeting of Shareholders.

Article 33. Validity of the Resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders shall effective from the date of adoption or from the effective date specified in such resolution⁵⁸.

Within fifteen (15) days from the closing date of the meeting or from the date of completion of the vote counting, in case of collecting written opinions, all resolutions adopted by the General Meeting of Shareholders must be sent to the SBV's branches in the provinces or cities where the Bank is headquartered⁵⁹.

Article 34. Cancellation of resolutions of the General Meeting of Shareholders⁶⁰

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of vote counting to collect the opinions of the General Meeting of Shareholders, shareholders or group of shareholders owning 10% the total number of ordinary shares or more in the continuous period of at least 06 months shall have the right to request the Court or Arbitrator to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following circumstances:

1. The order and procedures for convening the General Meeting of Shareholders and issuing resolutions do not comply with the provisions of the Enterprise Law and this Charter, except for cases prescribed in Clause 2, Article 148 of the Enterprise Law
2. Contents of the Resolution breach the law or this Charter.

Chapter 8

GENERAL PROVISIONS APPLICABLE TO BOARD OF DIRECTORS, SUPERVISORY BOARD, CHIEF EXECUTIVE OFFICER AND SOME OTHER TITLES

Article 35. General duties

1. The Board of Directors is the management body of the Bank and shall have full authority to make decisions, exercise rights and obligations in the name of the Bank, except for issues falling within the authority of the General Meeting of Shareholders⁶¹.
2. The Supervisory Board is the body monitoring compliances of the Bank with legal regulations and this Charter in terms of management and operation. The Supervisory Board shall bear responsibility to the General Meeting Shareholders for exercising the assigned duties and competence ⁶².

⁵⁸ Clause 1 Article 148 Enterprise Law 2014.

⁵⁹ Article 61 Law on Credit Institutions

⁶⁰ Article 147 Enterprise Law 2014.

⁶¹ Clause 1 Article 43 Law on Credit Institutions.

⁶² Clause 1 Article 45 Law on Credit Institutions.

3. The Board of Directors shall appoint one of its members to be Chief Executive Officer or shall hire a Chief Executive Officer. Chief Executive Officer is the highest executive title of the Bank, who is responsible to the Board of Directors and the law for the compliance during his exercising rights and duties⁶³.
4. The shortlist of nominees or appointees for members of the Board of Directors, Supervisory Board, and Chief Executive Officer of the Bank shall be approved in writing by the SBV Governor before nominating or appointing the positions. Nominees and appointees for members of the Board of Directors, Supervisory Board, and Chief Executive Officer of the Bank shall be included in the list approved by the SBV⁶⁴.
5. Resignation and dismissal of members of the Board of Directors, Supervisory Board, Chief Executive Officer of the Bank shall be conducted in accordance with the Law on Credit Institutions and reported to the SBV within ten (10) days from the date on which decision on the resignation and dismissal of such positions is approved⁶⁵.
6. The Bank must establish an internal authorization and assignment mechanism within the Board of Directors, Supervisory Board, Chief Executive Officer and execution units in compliance with the law in order to ensure the safety, effectiveness, and smoothness of the Bank's management and administration.

Article 36. Persons who are banned from holding position, concurrently holding different positions, conditions for being elected and appointed ⁶⁶

1. Cases of being unqualified to hold the positions:

- a. The following persons may not hold the positions as Chief Accountant, Director of Branch, and Director of subsidiary of the Bank:
 - Juvenile persons, persons whose civil capacity is restricted or lost;
 - Those who are under criminal prosecution, serving criminal sentences or decisions of the court, holding criminal records;
 - Convicts of serious crimes or above;
 - Government officer as prescribed by the law on government officer; management position holders or operational managers of state enterprises of which the State owns from 50% of charter capital, except for persons appointed to be authorized representatives to administer capital contribution of the State to the Bank;
 - Officers, non-commissioned officers, professional warriors, defense staffs working in units or organizations of the People's Army of Vietnam; professional officers, non-commissioned officers working in units or organizations of the People's Police of Vietnam; except for persons appointed to be authorized representatives to administer capital contribution of the State to the Bank;

⁶³ Clause 2 Article 48 Law on Credit Institutions

⁶⁴ Article 51 Law on Credit Institutions

⁶⁵ Article 51 Law on Credit Institutions

⁶⁶ Articles 33 and 34 Law on Credit Institutions

- Parents, spouses, children and siblings of members of the Board of Directors, Chief Executive Officers and the spouses of these persons shall be prohibited to hold positions as Chief Accountant or Chief Financial Officer of the Bank.
- b. The following persons are prohibited from being members of the Board of Directors, Supervisory Board, Chief Executive Officers and holding equivalent titles of the Bank:
 - Those defined in Point a of this Clause;
 - Those prohibited to be managers and executives in accordance with the Law on Government Officer and the Law on Anti-Corruption;
 - Those who used to be owners of private enterprises, partners of partnerships, Director (Chief Executive Officer), Chairman and members of Boards of Directors, Members' Council and Supervisory Board of enterprises, Chairman and members of Board of cooperative management at the time enterprises or cooperatives are declared bankrupt, except cases of bankruptcy in force majeure circumstances;
 - Those who used to be legal representatives of enterprises which are force to be ceased their operation, dissolved due to their serious violations of law, except cases in which the legal representatives are assigned by government authorities to reorganize and stabilize those enterprises;
 - Those who were once ceased holding the title of Chairman of the Board of Directors, Members' Council, Chief Supervisor, member of the Supervisory Board or Chief Executive Officer of a credit institution under Article 37 of Law on Credit Institutions or determined by a Government authority or judicial authorities as having violations leading to the revocation of the credit institution's license;
 - Parents, spouses, children and siblings of members of the Board of Directors, Chief Executive Officer may not be members of Supervisory Board of the Bank;
 - Parents, spouses, children and siblings of members of the Board of Directors are banned to be Chief Executive Officer of the Bank.
 - Those who must be responsible pursuant to an inspection conclusion resulting in the Bank being subject to a penalty for an administrative breach in the currency and banking sector within the highest fine bracket applicable to breaches of the regulations on licenses, management, administration, shares, stocks, capital contribution, purchase of shares, extension of credit, purchase of enterprise bonds and prudential ratios in accordance with the law on dealing with administrative breaches in the currency and banking sector.⁶⁷.

2. Cases banned from concurrently holding different positions

- a. Members of the Board of Directors of the Bank:
 - Shall not be at the same time a member of Supervisory Board of the Bank;
 - Shall not be at the same time a manager of another credit institution, unless this institution is the subsidiary of the Bank;

⁶⁷ Clause 6 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

- The Chairman of the Board of Directors shall not be at the same time an executive of the Bank, a member of the Board of Directors or an executive of another credit institution, unless this institution is the subsidiary of the Bank;
- b. Members of Supervisory Board of the Bank:
 - Shall not be at the same time a member of Board of Directors, executives, employees of the Bank or subsidiary of the Bank;
 - Shall not be at the same time a member of Board of Directors, executives of an enterprise whose member of the Supervisory Board is a member of Board of Directors or executive of the Bank;
 - The Head of the Supervisory Board shall not be at the same time a member of the Supervisory Board or an executive officer of another credit institution.
- c. The Chief Executive Officer, the Deputy Chief Executive Officer or persons in equivalent positions of the Bank are not permitted to concurrently be a member of the Board of Directors or Members' Council or Supervisory Board of another credit institution, unless it is a subsidiary of the Bank.

The Deputy Chief Executive Officer or person in equivalent positions of the Bank are not permitted to be the Chief Executive Officer (Director), Deputy Chief Executive Officer (Deputy Director) or persons in equivalent positions of another enterprise⁶⁸.

- d. Other cases are banned from concurrently holding different positions under Article 34 of the Law on Credit Institutions 2010 (as amended and supplemented under Clause 7, Article 1 of the Law on amendments and supplements to the Law on Credit Institutions 2017).

3. *Qualifications and criteria to be elected, appointed*⁶⁹:

- a. Qualifications and criteria for members of Board of Directors:
 - Not belonging to the list of people specified in Point b, Clause 1 of this Article;
 - Having professional ethics;
 - Holding a university or post-graduate degree⁷⁰;
 - Having at least 3 years' working experience as manager or executive of a credit institution or having at least 5 years' experience as manager or executive of an enterprise operating in the finance, banking, accounting, auditing sectors or of another enterprise with equity of at least equal to the legal capital level stipulated by law of the Bank, or at least 5 years' direct working experience in a finance, banking, accounting or auditing professional section⁷¹.
 - Independent members of the Board of Directors must satisfy the criteria and conditions specified in this point and also the criteria and independent conditions as specified in Clause 4 of this Article.

⁶⁸ Clause 7 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

⁶⁹ Article 50 Law on Credit Institutions (exclusive of Clause 2)

⁷⁰ Clause 10 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

⁷¹ Clause 10 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

- b. Qualifications and criteria for members of Supervisory Board:
- Not belonging to the list of people defined in Point b, Clause 1 this Article;
 - Having professional ethics;
 - Holding a university or post-graduate degree in one of the faculties of economics, business administration, law, accounting or auditing; and or having at least three years' experience working directly in the banking, financial, auditing or accounting sectors;
 - Not being a related person of a manager of the Bank;
 - Full-time members of the Supervisory Board must reside in Vietnam during their term of office.
- c. Qualifications and criteria for Chief Executive Officer:
- Not belonging to the list of people defined in Point b, Clause 1 this Article;
 - Having professional ethics;
 - Holding a university or post-graduate degree in one of the faculties of economics, business administration, law,
 - Having worked for at least 5 years as an executive of a credit institution, or for at least 5 years as the Chief Executive Officer (Director) or Deputy Chief Executive Officer (Deputy Director) of an enterprise with equity of at least equals to the legal capital of the Bank and having worked for at least 5 years directly in the financial, banking, accounting or auditing sectors, or having worked for at least 10 years directly in the financial, banking, accounting or auditing sectors⁷²;
 - Residing in Vietnam during his/her term of office.
- d. Qualifications and criteria for Deputy Chief Executive Officer, Chief Accountant, Director of Branch, Director of Subsidiary and equivalent titles:
- Not belonging to the list of people defined in Point a, Clause 1 this Article; for Deputy Chief Executive Officer, not belonging to the list of people defined in Point b, Clause 1 this Article;
 - Having professional qualifications and experience. Holding a university or post-graduate degree in one of the faculties of economics, business administration, law or in the professional sector in which he or she will hold the position; or holding a university or post-graduate degree out of one of the above-mentioned faculties and having at least three years' experience working directly in the banking, financial sector or in the professional sector in which he or she will hold the position;
 - Residing in Vietnam during his/her term of office.
4. **Qualifications and criteria for independent members of Board of Directors**⁷³:
- a. Neither currently working for the Bank or its subsidiary nor working for the Bank or its subsidiary for 3 preceding years;

⁷² Clause 11 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

⁷³ Clause 2 Article 50 Law on Credit Institutions

- b. Not being paid salaries or regular remuneration of the Bank other than allowances to which members of the Board of Director are entitled in accordance with regulations;
- c. Having no spouse, parent, child, sibling and spouses of these persons being major shareholders of the Bank, managers or members of Supervisory Board of the Bank or its subsidiary;
- d. Neither directly nor indirectly owning or representing ownership of 1% or more of the charter capital or voting share capital of the Bank; together with his/her related persons not owning 5% or more of the charter capital or voting share capital of the Bank;
- e. Not being a manager or member of Supervisory Board of the Bank at any time in the 5 preceding years.

Article 37. Public disclosure of related interests⁷⁴

- 1. Members of Board of Directors, members of the Supervisory Board, the Chief Executive Officer, Deputy Chief Executive Officers, and other equivalent management officers of the Bank shall be required to disclose to the Bank the following information:
 - a. Name, head office address, business lines, number and issuing date of the enterprise registration certificate, business registration place of any enterprise or economic organization in which such person and his/her related person own a capital contribution portion or shares in his/her/their name or authorizes or entrusts another person or organization to own 5% or more of the charter capital of such enterprise or economic organization;
 - b. Name, head office address, business lines, number and issuing date of the enterprise registration certificate, business registration place of any enterprise in which such person and his/her related person are currently members of the Board of Directors, members of The Members' Council, members of The Supervisory Board, Chief Executive Officer.
- 2. The disclosure of information pursuant to Clause 1 of this Article and changes to the relevant information shall be made in writing within seven (07) business days from the date on which the relevant information has come into existence or has been changed.
- 3. The Bank shall be required to disclose the information prescribed in Clause 1 of this Article on an annual basis to the General Meeting of Shareholders, and shall display and archive such disclosed information at the headquarters of the Bank.
- 4. The Bank shall send a written report to the SBV on the information prescribed in Clause 1 of this Article within 07 business days since the date on which the Bank received the published information prescribed in Clause 2 of this Article⁷⁵.

⁷⁴ Article 39 Law on Credit Institutions

⁷⁵ Clause 8 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

Article 38. Remuneration, salaries and other benefits of members of Board of Directors, members of Supervisory Board, Chief Executive Officer

Remuneration, salaries and other benefits of members of Board of Directors, members of Supervisory Board, Chief Executive Officer shall be considered and decided by General Meeting of Shareholders in compliance with Article 158, Article 167 of Enterprise Law and this Charter.

Remuneration of members of Board of Directors is regulated at Article 48 of this Charter.

Article 39. Automatic loss of status⁷⁶

1. Status as a member of members of Board of Directors, members of Supervisory Board and Chief Executive Officer shall automatically be lost in the following cases:
 - a. He/she loses capacity for civil acts or dies;
 - b. He/she commits a breach of the provisions of Point b, Clause 1 of Article 36 herein regarding cases in which people are not permitted to hold positions;
 - c. The legal entity of any organization as a shareholder (of which he/she is an authorized representative of the capital contribution) is terminated;
 - d. His/her status as an authorized representative is terminated;
 - e. He/she is deported from the territory of the Socialist Republic of Vietnam pursuant to a court verdict;
 - f. The Establishment and Operation License of the Bank is withdrawn;
 - g. The labor contract with Chief Executive Officer expires.
2. Within five (5) business days after finding out automatic loss of status as specified in Points a, b, c, d, e and g, Clause 1 this Article, Board of Directors of the Bank shall send a report enclosed with evidence documents to the SBV and take responsibility for the accuracy and truthfulness of this report before the law. At the same time, the Board of Directors shall perform the procedures to nominate and appoint replacement for vacant position in accordance with legal regulations.
3. Chairman and members of Board of Directors, Head and members of Supervisory Board, Chief Executive Officer of the Bank, after automatically losing status, must be individually responsible for his/her decisions which is violate the law and Charter of the Bank or intended to make violate decisions during his/her office term.

Article 40. Removal, dismissal⁷⁷

1. Chairman or a member of Board of Directors, Head or a member of the Supervisory Board, Chief Executive Officer of the Bank shall be considered to be removed, dismissed from office in following cases:
 - a. He/she has a restricted civil capacity;

⁷⁶ Article 35 Law on Credit Institutions

⁷⁷ Article 36 Law on Credit Institutions.

- b. He/she submits his/her resignation (specifying resigned reasons) to the Board of Directors, Supervisory Board of the Bank;
 - c. He/she does not meet the criteria, conditions specified in Clause 3, Article 36 of this Charter;
 - d. He/she does not meet the independence requirements for Independent Member of Board of Directors.
 - e. He/she does not take part in activities of the Board of Directors (for members of Board of Directors), Supervisory Board (for members of Supervisory Board) in six (06) consecutive months, except in force majeure circumstances;
 - f. He/she is accused by government authorities of serious violation of regulation specified in Article 36, Article 42 of this Charter;
 - g. When the offices who have the power to elect and appoint consider that removal and dismissal are necessary ;
 - h. Other cases regulated in the law (if any).
2. Chairman or a member of Board of Directors, Head or a member of the Supervisory Board, Chief Executive Officer of the Bank, after being removed or dismissed, must be individually responsible for his/her decisions during his/her office term, which is not complied with the law and Charter of the Bank, or his/her intentionally wrong doing during his/her office term.
 3. Within ten (10) working days from the date of approval of the decision on dismissal or removal as specified in Clause 1 of this Article, the Board of Directors of the Bank shall issue a written notice enclosed with supporting evidence to the SBV and take responsibility for the accuracy and truthfulness of this report before the law. Meanwhile, the Board of Directors shall perform the procedures to nominate and appoint replacement for those vacancies in accordance with legal regulations.

Article 41. Suspension, temporary suspension⁷⁸

1. In case of the Bank is subjected to Special Control, Special Control Board established by the SBV has the right to suspend or temporarily suspend performance of rights and obligations of the Chairman and Members of Board of Directors, Head and members of Supervisory Board, Executives of the Bank, if it is deemed necessary.
2. In case of Chairman and members of Board of Directors, Head and members of Supervisory Board, Executives of the Bank violate Clause 2, Article 36 of this Charter or legal regulations and this Charter when performing their rights and assigned obligations; the SBV has the right to suspend or temporarily suspend these persons from their powers and duties; and may request the competent body of the Bank to remove, dismiss, elect, appoint a substitute, or appoint a substitute if it considers necessary.

⁷⁸ Article 37 Law on Credit Institutions

3. Chairman and members of Board of Directors, Head and members of Supervisory Board, Executives of the Bank may be suspended or temporarily suspended from their powers and duties according to the decision of law enforcement bodies.
4. A person who is suspended or temporarily suspended from his/her powers, duties under this Article shall be responsible to remedy problems and violations related to his/her personal responsibilities as requested by the SBV, Board of Directors, and Supervisory Board of the Bank or the Special Control Board.

Chapter 9

ENTRUSTED OBLIGATIONS OF MEMBERS OF BOARD OF DIRECTORS, MEMBERS OF SUPERVISORY BOARD AND EXECUTIVES OF THE BANK

Article 42. Rights and obligations of members of Board of Directors, members of Supervisory Board and Executives of the Bank⁷⁹

1. To exercise rights and assigned obligations in accordance with law, this Charter, and decisions of the General Meeting of Shareholders.
2. Members of the Board of Directors, members of the Supervisory Board, Chief Executive Officer and other executives shall be responsible for the performance of their duties, including duties as members of subcommittees of the Board of Directors, honestly, cautiously for the benefit of the Bank.
3. To be loyal to the interests of the Bank; not to use the information, know-how or business opportunities of the Bank, not to take advantage of their status, position and assets of the Bank for personal benefit or for the benefits of other individual or organization or cause loss to the interests of the Bank.
4. To keep dossiers and records of the Bank in order to provide statistics for the Bank to manage, administer and control its activities and for the SBV's inspection, supervision and examination.
5. To have a thorough knowledge of all types of risks during the operation of the Bank.
6. To promptly, precisely and fully notify the Bank of his or her interests in other organizations or transactions with other organizations and individuals which may conflict with the interests of the Bank, and shall only be permitted to participate in such transactions with consent from the Board of Directors.
7. Not to facilitate himself or herself or his/her related person in borrowing or using other banking services of the Banks on conditions which are more preferential or favourable than the general conditions stipulated by the Bank.

⁷⁹ Article 38 Law on Credit Institutions

8. Not to illegally compete with the Bank or to create favorable conditions for any third party that causes loss to the interests of the Bank.
9. Not to be entitled to an increase in salary, remuneration, bonuses when the Bank suffers losses.
10. Other obligations stipulated in this Charter.

Article 43. Avoidance of conflicts of interest

1. Any transaction contracts between the Bank and members of Board of Directors, members of Supervisory Board, Chief Executive Officers, major shareholders and related parties of executives, members of Supervisory Board, major shareholders of the Bank, subsidiaries, affiliated companies of the Bank which does not fall within the scope and subjects of prohibited or restricted transaction contract according to Law on Credit Institutions and its guidance documents, are signed with the following conditions:
 - a. any contract with the value of more than 20% (twenty percent) of the charter capital of the Bank as recorded in its most recent audited financial statements (pursuant to SBV's regulation) shall be approved by The General Meeting of Shareholders before signing. In this case, the relevant shareholders shall not be entitled to vote⁸⁰.
 - b. any contract with the value equal to or less than 20% (twenty percent) of the charter capital of the Bank as recorded in its most recent audited financial statements (pursuant to SBV's regulation) shall be approved by Board of Directors before signing. In this case, the relevant members shall not be entitled to vote⁸¹.
2. Where a contract is entered into without approval of the General Meeting of Shareholders or the Board of Directors as provided in Clauses 1 of this Article, such contract shall be invalid and be settled in accordance with the Law. The relevant persons causing losses to the Bank shall compensate all the losses.
3. Members of Board of Directors, members of Supervisory Board, Chief Executive Officers and other executives are not allowed to trade shares of Bank or its subsidiaries when they possess information which could impact the price of shares, while other shareholders do not.

Article 44. Liability and compensation

1. Liability:

Members of Board of Directors, member of Supervisory Board, the Chief Executive Officer, and other executives must comply with prevailing laws and regulations, this Charter and internal policies of the Bank in performing their duties and shall be liable for any loss of the Bank caused by any their breach.

2. Compensation:

⁸⁰ Point q Clause 2 Article 59 Law on Credit Institutions.

⁸¹ Clause 10 Article 63 Law on Credit Institutions.

The Bank shall compensate for all reasonable expenses related to the any claim, legal proceeding related to the assigned tasks of the Bank's managements, officers and employees, who must participate therein, in which these persons shall act honestly, cautiously, diligently for the benefit and not contradict the interests of the Bank; have strictly complied with the regulations of the law, this Charter and the Regulations of the Bank. The Bank may purchase and maintain insurance for these persons for such liabilities.

Chapter 10

BOARD OF DIRECTORS⁸²

Article 45. Composition and Term

1. General Meeting of Shareholders elect, remove, dismiss members of Board of Director under regulation of this Charter. Board of Directors elect, remove, and dismiss Chairman of Board of Directors.
2. The Board of Directors shall have at least 05 members and not more than 11 members, there must be at least 01 independent member. The Board of Directors must have at least 1/2 (half) of its members who are independent, and not are executive officers, Chairman may be an independent member⁸³.
3. An individual and his/her related person or representatives of capital contribution of an organization shareholder and their related persons shall be entitled to participate in the Board of Directors, but not exceeding 1/3 (one-third) of the total number of the members of the Board of Directors of the Bank.
4. The term of office of the Board of Directors shall be 05 years. The term of office of a member of the Board of Directors shall be the same with the term of office of the Board of Directors. Members of the Board of Directors may be re-elected without restriction on the number of re-election. The term of office of additional or replacement members shall be the remaining period of the term of office of the Board of Directors. The Board of Directors of the previous term shall operate until the Board of Directors of the new term takes over its work.
5. Where the Board of Directors does not have 2/3 (two third) of the number of the members required for a term of the Board of Directors or the minimum number of members as prescribed in this Charter, then the Board of Directors shall, within a period of sixty (60) days from the date on which the number of members is insufficient as regulated, the Bank shall elect additional member(s) of the Board of Directors as regulated.
6. Appointment, dismissal, removal and resignation of Chairman and members of Board of Directors shall comply with prevailing regulations and this Charter. Process, procedures and dossiers of application for change and approval of the election, appointment, removal,

⁸² Articles 43, 62, 63, 64, and 65 Law on Credit Institutions.

⁸³ Clause 1 Article 62 Law on Credit Institutions

dismissal of Chairman and members of Board of Directors shall comply with SBV's regulations.

7. The appointment of members of the Board of Directors must be announced in accordance with the law on securities and securities market when the Bank's shares are listed
8. Chairman and other members of the Board of Directors must not authorize to other persons who are not Board Members to exercise their duties and powers.
9. In case where foreign shareholders (including Vietnamese residing overseas) participate in the Board of Directors, they have to meet following conditions:
 - a. The ratio of foreign members of Board of Directors shall correspond to the ratio of shares owned by all foreign shareholders in the Bank;
 - b. Not being a member of Board of Director of more than 02 (two) credit institutions in Vietnam;
 - c. Not being the Chairman of Board of Directors of the Bank.

Article 46. Rights and obligations of the Board of Directors

1. To be responsible to the law, General Meeting of Shareholders on the implementation of their assigned duties;
2. To submit to the General Meeting of Shareholders for decision and approval of matters within its authority. To submit audited financial statements, management reports of the Bank to General Meeting of Shareholders;
3. To decide on the Bank's medium-term development strategy and business plan of the Bank;
4. To define operational objectives on the basis of strategic objectives approved by General Meeting of Shareholders;
5. To make decision on the establishment of branches, representative offices, business supported entities;
6. To appoint, remove, discipline, suspend and decide on salaries and other benefits for Chief Executive Officer, Deputy Chief Executive Officers, Chief Accountant, Secretary of the Board of Directors, managers and other executives under the internal regulations of Board of Directors. To report to General Meeting of Shareholders on its appointment of Chief Executive Officer⁸⁴.
7. To make decision on contributing capital to and purchase shares from other enterprises or credit institutions by the Bank with value less than 20% of the charter capital of the Bank as recorded in the most recent audited financial statements.
8. To appoint representative of the capital contribution portion of the Bank in other enterprises and credit institutions.

⁸⁴ Clause 16 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions.

9. To make decision on investment, purchase and sale of assets of the Bank with value of 10% or more of the charter capital of the Bank as recorded in the most recent audited financial statements, except for investments, purchase and sale of assets of the Bank as regulated at Point o Clause 3, Article 27 of this Charter.
10. To make decision on loans prescribed at Clause 7 Article 128 of Law on Credit Institutions (as amended and supplemented), except for transactions under authority of the General Meeting of Shareholders regulated in this Charter;
11. To approve any contracts between the Bank and its subsidiaries and affiliated companies; contracts between the Bank and members of the Board of Directors, members of Supervisory Board, Chief Executive Officer, major shareholders or their related persons, which are valued at or less than 20% of the Bank's charter capital as recorded in the latest audited financial statement. In this case, related members have no voting right;
12. To examine, supervise and direct the Chief Executive Officer in exercising his/ her duties; to annually evaluate the work performance of the Chief Executive Officer;
13. To directly supervise credit approval for loans approved by the Directors for Customers or Customers and their Related Persons valued from 5% and above of the Bank's charter capital or other value of the facilities under the decisions of the Board of Directors.
14. To issue of internal regulations relating to the organization, administration and operation of the Bank in accordance with this Charter and the relevant law, except for issues falling within the power of the Supervisory Board or the General Meeting of Shareholders.
15. To make decision on the risk management policy and supervise the implementation of measures for prevention of risks of the Bank.
16. To examine and approve annual reports.
17. To make decision on selection of professional valuation organizations to value assets used for capital contribution other than Vietnamese currency, freely convertible foreign currency and gold in accordance with the law;
18. To put forward a proposal to the Governor of the SBV for his/her approval for issues in accordance with the law;
19. To make decision on the new share offered for sales in the scale of the approved shares to be offered for sale;
20. To decide on offer prices of shares and convertible bonds of the Bank in case of being authorized by General Meeting of Shareholders;
21. To approve bond issuance plan of the Bank;
22. To make decision on the redemption of shares of the Bank, including decision on price;
23. To propose issuance of shares, convertible bonds and warrant-linked bond;
24. To recommend on the restructure, dissolution or request for bankruptcy of the Bank;

25. To decide on issues under the power of the ownership in the subsidiaries of the Bank, decide the organization structure of the subsidiaries;
26. To decide on the transfer of assets among units inside the Bank or among subsidiaries and independent associates of the Bank;
27. To propose plan of distribution of profits, dividend rates to be paid; make decision on the time and procedures for payment of dividends or resolve losses arising in the course of business.
28. To select a qualified independent auditing organizations in accordance with the regulations of the SBV to audit the Bank's activities in the subsequent fiscal year before the end of the financial year;
29. To prepare relevant contents and documents for submission to the General Meeting of Shareholders for its approval on matters within its power, except for those within the powers and duties of the Supervisory Board;
30. To approve on programs and operation plans of the Board of Directors; programs, contents and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions of shareholders in order to ratify resolutions or decisions of the General Meeting of Shareholders;
31. To implement and supervise the implementation of resolutions or decisions of the General Meeting of Shareholders and Board of Directors;
32. To perform petitions of the Supervisory Board to the Board of Directors in the report of internal audit results (if any) and notify the Supervisory Board of the results of implementation of these petitions⁸⁵.
33. To timely notify the SBV of information have adverse effect the status of members of the Board of Directors, Supervisory Board, Chief Executive Officer;
34. To deal with the Bank's complaints against the executives as well as to decide on the selection of representatives of the Bank to solve issues related to the legal procedures for such executives;
35. Other duties and powers as authorized, assigned and decentralized according to the resolutions of the General Meeting of Shareholders and the Bank's Charter and law (if any).

Unless provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to act on behalf of the Bank.

Article 47. Rights and obligations of Chairman and Members of Board of Directors

1. Chairman of Board of Directors has the following rights and obligations:

- a. To set up programs and operational plans of the Board of Directors;

⁸⁵ Point b Clause 2 Article 65 Circular 13/2018/TT-NHNN

- b. To prepare or organize the preparation of the program, contents, documents of the meetings; to convene and preside meetings of the Board of Directors;
 - c. To organize on approving decisions of the Board of Directors;
 - d. To supervise the implementation of the decisions of Board of Directors;
 - e. To act as the chairman of the General Meeting of Shareholders;
 - f. To ensure that members of the Board of Directors shall receive complete, objective, accurate information and have sufficient time for discussing issues to be considered by the Board of Directors.
 - g. To assign duties to members of the Board of Directors. The specific duty assignment to each member must be made in writing and signed by the Chairman of the Board of Directors;
 - h. To supervise members of the Board of Directors in performing their assigned tasks and exercising their general duties and powers;
 - i. To evaluate, at least once per year, the working efficiency of each member, each committee of the Board of Directors, and report the results of such evaluations to the General Meeting of Shareholders;
 - j. In case the Chairman of Board of Directors is absent, he/she shall authorize in writing another member to exercise power and duties of Chairman in accordance with the principles regulated in this Charter. In case the Chairman is absent without granting authority to any member or the Chairman is unable to work, other members shall elect one of them by principle of majority to temporarily act as the Chairman of the Board of Directors;
 - k. Chairman of Board of Directors shall have responsibility to ensure that the Board of Directors shall send annual financial statements, reports on the operation of the Bank, auditor reports and inspection reports of the Board of Directors to the shareholders at the General Meeting of Shareholders;
 - l. Chairman of Board of Directors may be removed or dismissed in accordance with the decision of Board of Directors. In case the Chairman of the Board resigns or is dismissed, Board of Directors must elect a substitute within ten (10) days;
 - m. Other power and obligations in accordance with the law (if any).
- 2. *Members of the Board of Directors has the following rights and obligations:***
- a. Together with other members of the Board of Directors managing the Bank in accordance with the Charter of the Bank and the law;
 - b. Exercising duties and powers of a member of the Board of Directors in compliance with the internal regulations of the Board of Directors and the assignment of the Chairman of the Board of Directors in an honest manner for the benefit of the Bank;
 - c. Studying financial statements prepared by the independent auditor, having comments or requesting the manager of the Bank, independent auditor and internal auditor to explain issues relating to such statements;

- d. Electing, removing and dismissing Chairman of Board of Directors;
- e. Requesting the Chairman of the Board of Directors to convene an extraordinary meeting of the Board of Directors in accordance with the law and this Charter;
- f. Attending the meetings of the Board of Directors, discussing and voting on all issues falling the duties and powers of the Board of Directors in accordance with the law and this Charter, except for the case where voting is not allowed due to conflict of interests with such member. Being personally responsible before the law, General Meeting of Shareholders and the Board of Directors for his/her decision;
- g. Supervising the credit approval for loans approved by Directors for Customers or Customers and their Related Persons with value from 5% of the Bank's charter capital or other value of the facilities approved by the Board of Directors;
- h. Implementing the decisions of the General Meeting of Shareholders and the resolution of the Board of Directors;
- i. Being responsible to explain the performance of assigned tasks to General Meeting of Shareholders and Board of Directors upon request;
- j. Other rights and obligations in accordance with the law (if any).

Article 48. Remuneration of Members of the Board of Directors

- 1. Non-full time members of the Board of Directors shall be entitled to remuneration and bonuses. Full-time members of the Board of Directors are entitled to salaries and bonuses in accordance with the Bank's Salary Regulations. The total remuneration of members of the Board of Directors and the Operational Fund of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 2. Members of the Board of Directors shall be reimbursed for expenses for meals, accommodation, travel and other reasonable expenses which incurred when they perform their assigned duties, including costs incurred when they attend the meeting of General Meeting of Shareholders, the meeting of the Board of Directors or Board of Directors' subcommittees.
- 3. Members of the Board of Directors act as executives or work at subcommittees of Board of Directors or perform other tasks which are out of the scope of duties of Board of Directors may be paid a remuneration package in the form of a lump-sum payment of wages, salaries, commissions, percentages of profits or in other forms as decided by Board of Directors.
- 4. The remuneration of members of the Board of Directors shall be included in the business expenses of the Bank in accordance with the law on corporate income tax and shall be presented in a separate item in the annual financial statements of the Bank and shall be reported to the General Meeting of Shareholders at the annual meeting.

Article 49. Replacement of Members of the Board of Directors

- 1. Within a maximum fifteen (15) days from the date the Chairman of the Board of Directors automatically loses his/her capacity as a member of the Board of Directors, the members of

the Board of Directors shall organize a Board of Directors meeting to elect member of the Board of Directors (met the criteria and conditions according to the current regulations) as the Chairman of the Board of Directors.

2. Chairman of the Board of Directors wishing to resign must submit an application to the Board of Directors. Within sixty (60) days from the receipt of such application, the Board of Directors shall hold a meeting to consider, determine and carry out the procedures of removal or dismissal and election of the Chairman of the Board of Directors in accordance with current regulations.
3. The member of the Board of Directors wishing to resign must submit an application or a written document to Board of Directors for submission to the General Meeting of Shareholders for decision.
4. Where the number of members of the Board of Directors reduces by more than one third (1/3) or is insufficient to reach the minimum number prescribed in the Charter, the Bank shall, within a period of sixty (60) days from the date on which the number of members is insufficient, perform necessary procedure to supplement the number of members of the Board of Directors.
5. In other cases, the most recent meeting of the General Meeting of Shareholders shall elect new member(s) of the Board of Directors for replacement of the member(s) who being removed or dismissed, or add additional member(s) to ensure a sufficient number of members.
6. Persons elected to act as Chairman and members of the Board of Directors are responsible for receiving and immediately taking up the work of the elected position. The removed or dismissed Chairman and the members of the Board of Directors shall hand over the work to the newly elected Chairman and members of the Board of Directors; and take individual responsibility for their decisions during their eligibility term.

Article 50. Meetings of the Board of Directors

1. In case the Board of Directors electing the Chairman, the first meeting of the term of the Board of Directors in order to elect the Chairman, and to make other decisions within its authority must be conducted within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member who hold the highest number of votes. If two or more members gain the same highest number of votes, the elected members shall elect by a majority vote a person amongst them to convene the meeting.
2. ***Periodic Meetings of Board of Directors***
Chairman of Board of Directors shall convene a meeting of Board of Directors, prepare agenda, time and venue of the meeting at least seven (07) working days from expected meeting date. Chairman may convene a meeting at any time, but at least once a quarter.
3. ***Extraordinary Meetings of Board of Directors***

The Chairman of the Board of Directors must convene an extraordinary meeting, not allowed to delay without reasonable reason, when the following persons make a written request including the purpose and issues to be discuss:

- a. Chief Executive Officer or at least five managers;
 - b. Two or more members of the Board of Directors;
 - c. Chairman of Board of Directors
 - d. Independent members of the Board of Directors
 - e. Supervisory Board;
 - f. Two thirds (2/3) members of the Supervisory Board or more;
 - g. Director of the SBV's HCM Branch.
4. The Chairman and members of the Board of Directors authorized by the Chairman must convene a meeting within seven (7) days from the date of receipt of a request prescribed in this Charter. If the Chairman or authorized person fails to convene a meeting, he/she shall be liable for damages caused to the Bank, except for the case where a meeting cannot be convened because of force majeure. In such case, the person making the request shall have right to convene Board of Directors meeting, participating members of the Board of Directors vote to elect a chairman of the meeting.
5. Where an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the status of the Bank

6. *Location of the meeting*

Meetings of the Board of Directors may take place at the registered address of the Bank or at other places in the territory of Vietnam which shall be approved by the Chairman of the Board of Directors and shall be agreed by Board of Directors.

7. *Announcement and agenda*

The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to attend the meeting at latest 3 (three) days prior to the scheduled date of meeting. The notice of invitation must provide sufficient information about the agenda, the time and location of the meeting, issues which need to be discussed and decided. The notice of invitation must be accompanied with documents to be used at the meeting and voting slips for members of the Board of Directors.

The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation together with the meeting materials to members of Supervisory Board and Chief Executive Officer as well as members of the Board of Directors. Members of Supervisory Board, Chief Executive Officers who are not members of the Board of Directors have right to attend in Board of Directors meeting; and discuss but have no voting right.

A notice of invitation is sent by post, fax, electronic mail or by other means, but must ensure arrival at the address of each member of the Board of Directors as registered with the Bank.

8. The minimum number of attending members

A meeting of the Board of Directors shall be conducted where there is the presence of at least $\frac{3}{4}$ (three quarters) of the total members of the Board of Directors. In case of not directly attending the meeting, Board of Directors' members may delegate the voting power to another member of Board of Directors or send opinion in writing.

The members of the Board of Directors may authorize another person who is not a member of Board of Directors to attend the meeting if approved by a majority of members of the Board of Directors. In this case, the authorized person attending the meeting is not allowed to vote.

Where the meeting convened for the first time does not have sufficient number of attendees as required, the meeting shall be reconvened for the second time within a period of seven (07) days from the scheduled date for the first meeting. In such case, the second meeting shall be conducted when there is the presence of more than half ($\frac{1}{2}$) of the number of members of the Board of Directors.

9. Voting

- a. A member of the Board of Directors shall not be entitled to vote on any contracts, transactions or proposals in which such member or his/her Related Person has an interest that conflicts or possibly conflicts with the interest of the Bank.;
- b. According to Point c of this Clause, when any issues arise at a meeting of the Board of Directors regarding the level of interest of any member of the Board of Directors or regarding the voting right of any member which is not resolved by voluntary waiver by such member of his/her voting right, those issues shall be referred to the chairman of the meeting whose decision in relation to other members of the Board of Directors shall be final, except where the nature or extent of the interest of the relevant member(s) of the Board of Directors has not been properly announced;
- c. The members of the Board of Directors who benefit from a contract regulated at Article 149 and Article 162 of the Enterprise Law shall be deemed to have substantial benefits in such contract;
- d. In case of voting in writing, voting slips shall be kept in a sealed envelope and sent to the chairman of the Board of Directors meeting at least one hour prior to the scheduled opening time of the meeting. The voting slips shall be opened only in the presence of all participants in the meeting.

10. Disclosure of benefits: The members of the Board of Directors directly or indirectly benefit from a contract or transaction that has been signed or is expected to be signed with the Bank and those members are aware of those interests, shall disclose the nature and content of such interests in the first meetings in which Board of Directors considers the matter of signing the contract or transaction. Or members may disclose those at the first meeting of the Board of Directors held after members know that they benefit or will benefit from the transaction or related contract.

11. Majority voting: The Board of Directors shall approve resolutions and decisions by following the approval of the majority of the members of the Board of Directors presenting (over 50%), including written ballots and votes under authorization. In case the number of affirmative votes and the number of negative votes are equal, the final decision shall belong to the side that has the opinion of the chairman of the meeting.

12. Meeting via telephone or other means of communication: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors where all or a number of members are at different places, provided that each attending member is able to:

- a. Listen to other members of the Board of Directors expressing their opinions in the meeting;
- b. Express his/her opinions at the same time as other attending members if he/she wishes to do so.

Members may communicate directly via the telephone or by other means of communication (including the use of such means arising at the time of approval of the Charter or afterward) or by a combination of such means. According to this Charter, members of the Board of Directors who attend a meeting in such manner shall be deemed “present” at such meeting. The location of the meeting to be held in such case shall be the location where the largest number of members of the Board of Directors gathers, or if there is no such group then the meeting shall be deemed to be held at the location where the Chairman of the meeting is present.

Decisions passed via telephone meeting which is properly organized shall be effective immediately at the end of the meeting, but shall be confirmed by signatures in the minutes of all members of the Board of Directors attended this meeting.

13. Meeting minutes of the Board of Directors:

- a. All meetings of Board of Directors shall be recorded in the book of minutes and must include following information:
 - Name, head office address, number and issuing date of the Enterprise Registration Certificate, business registration place;
 - Purposes, agenda and contents of the meeting;
 - Time and venue of the meeting;
 - Full name of each attending member or their authorized person, full name of every absent member and reason for such absence;
 - Issues to be discussed and voted on at the meeting;
 - Summary of opinions of participating member in chronological order;
 - Voting result, specifying the members that casts affirmative votes, against, and no opinion;
 - Approved decisions;
 - Full names, signatures of the all members or authorized persons.

- b. The Chairman and secretary shall jointly be liable for the accuracy and truthfulness of the minutes of the Board of Directors meeting.
- c. Minutes of Board of Directors meetings and documents used during the meetings shall be kept at the Bank's headquarters.
- d. The content relating minutes of Board of Directors meetings is complied with *Clause 1, Clause 2 of Article 154 of Enterprise Law*.
- e. In case the member directly attending the meeting does not sign the minutes, the reason for that must be specified, otherwise his/her vote on the issues transacted at the meeting shall be deemed invalid.
- f. The Chairman of the Board of Directors has the responsibility to distribute the minutes of the Board of Directors meeting to the members of the Board of Directors and such minutes shall be considered as truthful evidences of the procedures carried out in the meeting, unless there is any objection to the content of the minutes within 10 (ten) days of the distribution. Minutes of Board of Directors meetings must be signed by all participating members of the Board of Directors.
- g. The minutes shall be made in Vietnamese language and in foreign languages with the same legal value. In case of any discrepancy between the Vietnamese version and foreign language version, the Vietnamese version shall prevail.
- h. Contents related to the meeting of Board of Directors shall be implemented in accordance with *Clauses 1, 2, 3, 4, 6 and 7 of Article 153 of the Enterprise Law* and this Charter.
- i. The Bank shall regulate in the Internal policies of Board of Directors cases of emergency meetings, the deadline for notice and the form of invitation to the meeting of the Board of Directors in case of emergency meetings.

Article 51. Executive unit of the Board of Directors

1. The Board of Directors shall use the Bank' seal to perform their duties and powers.
2. The Board of Directors shall set up committees to advise and consult the Board of Director in performing its duties and powers, provided that at least two committees shall be set up, which are the risk management committee and personnel committee. The Board of Directors shall define the duties and powers of these assisting committees⁸⁶.
3. The Board of Directors may have a secretary to assist it. The Board of Directors shall appoint and regulate the functions, duties of the secretary. The Board of Directors may dismiss the secretary at any time without prejudice to any claims for breach of contract between the Secretary and the Bank. Two or more persons may be appointed as co-secretaries; the functions and duties of the secretary include:
 - a. Announcing the convention of Board of Directors meetings as requested by Chairman of Board of Directors or Supervisory Board;

⁸⁶ Clause 6 Article 43 Law on Credit Institutions, Clause 1 Article Circular 13/2018/TT-NHNN.

- b. Recording minutes of meeting;
- c. Providing advice on procedures of meetings;
- d. Providing information for members of the Board of Directors, members of Supervisory Board and Shareholders;
- e. Other tasks assigned by Board of Directors.

Article 52. Authority and procedures for collecting written opinions of member of Board of Directors

1. The Chairman decides on collecting written opinions of Board of Directors in writing.
2. The secretary of Board of Directors shall prepare opinion collection form and necessary documents related to contents to be collected the opinion. Opinion collection form and attached documents must be sent by registered mail to address of every member of the Board of Directors.
3. ***The written opinion collection form must contain the following principal particulars:***
 - a. Name, head office address, number and date of issuance of the Establishment and Operational License, Enterprise Registration Certificate of the Bank;
 - b. Purpose of collection of written opinions;
 - c. Full name and contact address of every member of the Board of Directors;
 - d. Issues to be collected the opinion;
 - e. Voting options comprising “For”, “Against”, or “abstain”;
 - f. The deadline by which the completed written opinion collection form must be returned to the Bank;
 - g. Full name and signature of the Chairman of Board of Directors.
4. Filled-in opinion collection forms must be signed by members of the Board of Directors and sent to the Bank under the Bank's regulations.
5. ***The secretary of Board of Directors shall count the votes and prepare minutes of the counting of the votes in the presence of at least one independent member of Board of Directors. Such a minute must cover the following major details:***
 - a. Name, head office address, number and date of issuance of the Establishment and Operational License, Enterprise Registration Certificate of the Bank;
 - b. Purpose of collection of written opinions and issues;
 - c. Total numbers of votes have been sent, total numbers of votes have been returned, the valid votes and invalid votes. The minutes must include a list of the members of Board of Directors who participated in the voting as an appendix;
 - d. Total number of votes indicating “agree”, “disagree” and “abstain” on each issue;
 - e. Full names and signatures of the person in charge of vote counting and the supervisor.
6. The secretary of the Board of Directors involving in collecting written opinions of the Board of Directors and the supervisor of the vote counting shall be jointly held accountable for the

truthfulness and accuracy of the minutes of counting of votes, and shall be jointly liable for any loss arising from a passed resolution due to an untruthful or inaccurate counting of votes.

7. The minutes of vote counting enclosed with approved resolutions or decisions of Board of Directors must be sent to the members of the Board of Directors within fifteen (15) days from the date the vote counting ends.
8. Written opinion collection forms which were fulfilled and returned, the minutes of counting of votes, the full text of the resolution which was approved and related documents enclosed to the written opinion collection forms must be archived at the head office of the Bank.
9. A resolution which is approved by the form of collecting written opinions of the members of the Board of Directors shall have the same validity as a resolution passed by the Board of Directors in the meeting.

Chapter 11

CHIEF EXECUTIVE OFFICER

Article 53. Chief Executive Officer⁸⁷

1. Chief Executive Officer is the supreme executive of the Bank, supervised by the Board of Directors and Supervisory Board, shall be responsible to law and the Board of Directors for implementing the Bank's daily operation.
2. The Board of Directors appoints one of its members or another person to be Chief Executive Officer and will enter into a labor contract which shall specify salary, compensation, benefits, obligations and other terms with Chief Executive Officer. The appointment, removal, dismissal and resignation of Chief Executive Officer shall be implemented in accordance with the Law on Credit Institutions and the regulations of the SBV. Salaries, compensations and benefits of Chief Executive Officer must be reported to the General Meeting of Shareholders and recorded in the Annual Report of the Bank.
3. The term of office of Chief Executive Officer shall be determined by the Board of Directors, but not exceed 05 (five) years. The Chief Executive Officer may be re-appointed for an unlimited number of terms.
4. The Chief Executive Officer shall be assisted by Deputy Chief Executive Officers, Chief Accountant, equivalent title holders and other functional divisions. The Board of Directors specifies structure, function, duties of functional division assisting Chief Executive Officers.
5. The Deputy Chief Executive Officer shall manage one or more business areas of the Bank as assigned by Chief Executive Officer. The Chief Accountant shall assist the Chief

⁸⁷ Article 48 Law on Credit Institutions.

Executive Officer in directing the implementation of accounting and statistic activities of the Bank, in which having the right and obligation as prescribed by the Law.

Article 54. Appointment, removal and dismissal of the Chief Executive Officer

1. The process, procedures, dossiers of application for change and approval of the election, appointment, discharge, dismissal from office of Chief Executive Officer shall comply with SBV's regulations.
2. The Chief Executive Officer, once the appointment decision is made by the Board of Directors, is immediately responsible for the work of the newly appointed position; the former Chief Executive Officer shall be responsible for handing over the work to the new Chief Executive Officer and shall be personally responsible for his/her decisions during his/her term of office.
3. In case of automatic disqualification of Chief Executive Officer, within one (01) working day from the date the Chief Executive Officer is automatically disqualified of his/her title, or he/she is relieved from duty or dismissed without any replacement yet, the Board of Directors shall immediately decide appointing a Deputy Chief Executive Officer to oversee the Bank's activities to ensure its stable and continuous operation, and report in writing to SBV. The appointed person shall take individual responsibility for his/her assigned tasks during the in charge time⁸⁸.
4. Within maximum sixty (60) days from the date Chief Executive Officer is automatically disqualified of his/her status or from the date the Board of Directors receives resignation letter from Chief Executive Officer, the Board of Directors shall designate a replacement and perform procedures to appoint new Chief Executive Officer under the law and SBV's regulations.
5. In cases Chief Executive Officer is identified by the competent State authorities as having signs of serious violation of law, SBV's regulations and this Charter, the Board of Directors may temporarily suspend the executive power of the Chief Executive Officer, designate concurrently a Deputy Chief Executive Officer to oversee the Bank's operations to ensure the Bank's stability and continuity, and report in writing proposing remedies for violations committed by the Chief Executive Officer to the SBV in accordance with prevailing regulations.
6. During the vacancy of the Chief Executive Officer position, Chairman and members of the Board of Directors, Head and members of Supervisory Board shall be fully responsible to the law and to the shareholders for all activities of the Bank.
7. The Chief Executive Officer is responsible to the Board of Directors and General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

⁸⁸ Article 21 Circular 06/2010/TT-NHNN.

8. The Board of Directors may dismiss the Chief Executive Officer when such dismissal is approved by the majority of Board Members having the right to vote in a BOD meeting and appoint the new Chief Executive Officer to replace the current Chief Executive Officer.

Article 55. Rights and duties of the Chief Executive Officer⁸⁹

1. To organize the implementation of Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
2. To decide on matters related to daily business activities of the Bank under his/her authority.
3. To establish and maintain and develop an efficient internal control system.
4. To prepare and submit financial statements to the Board of Directors for approval or for reporting to competent bodies for approval; to take responsibility for the accuracy and truthfulness of financial statements, statistical reports, finalized statistics and other financial information.
5. To issue internal regulations, professional processes and procedures in accordance with his/her power to operate business administration, information reporting systems.
6. To report on the Bank's business activities and results to the Board of Directors, Supervisory Board and General Meeting of Shareholders and competent state agencies.
7. To make decisions on measures exceeding his or her authority in cases of such events as act of gods, epidemic, fire or incidents and to be liable for such decisions, and then promptly report to the Board of Directors.
8. To recommend and propose to the Board of Directors or the General Meeting of Shareholders organizational and operational structure of the Bank for their decisions within their power.
9. To request the Board of Directors to convene extraordinary meetings in accordance with this Charter.
10. To appoint, to dismiss, or to remove managerial positions and executives in the Bank, except for the positions and executives falling within the power of the Board of Directors and the General Meeting of Shareholders.
11. To enter into contracts in the name of the Bank in accordance with the Bank's Charter and internal regulations.
12. To propose plans for use of profits and dealing with losses in business of the Bank.
13. To recruit employees, decide their salary and bonus in accordance with his or her power.
14. To perform other rights and obligations in accordance with the law, this Charter, internal rules of the Bank, decisions of the Board of Directors and labor contract signed with the Bank.

⁸⁹ Article 49 Law on Credit Institutions.

Chapter 12

SUPERVISORY BOARD⁹⁰

Article 56. Composition and term

1. Supervisory Board shall conduct internal audit, inspect and assess the observance of law, internal regulations, Charter, Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Supervisory Board shall comprise at least 03 members, but at least 1/2 (half) of the total members shall be full-time members who are not concurrently holding another position nor performing other work at the Bank or another enterprise.
3. Supervisory Board has an execution unit, an internal audit function, and may use the Bank's resources or outsourced specialists and organizations to perform its tasks.
4. The term of office of the Supervisory Board shall not exceed 05 years. The office term of members of Supervisory Board follows the term of Supervisory Board. Members of the Supervisory Board may be elected or re-appointed for an unlimited number of terms. The office term of an added or replaced member of Supervisory Board is the remaining term of Supervisory Board. Supervisory Board of the previous term shall operate until Supervisory Board of the new term takes over its work.
5. Where the number of the Supervisory Board's members reduces by more than one third (1/3) compared to the required number or the Supervisory Board does not have the minimum number of members prescribed in this Charter, then the Bank shall, within a period of sixty (60) days from the date on which the number of members is insufficient, elect supplement member(s).

Article 57. Rights and Duties of the Supervisory Board

1. To supervise the compliance with the law and the Charter of the Bank during the management and administration of the Bank; to be liable before the General Meeting of Shareholders for performance of the assigned rights and duties;
2. To issue internal rules of Supervisory Board; to review periodically on yearly basis such internal rules, the important policies of accounting and reporting;
3. To appoint, remove, discipline and suspend positions within the internal audit section and to make decisions on the amount of salaries and other benefits for such positions⁹¹.
4. To perform internal audit function; to have the right to use independent advisors and access and be promptly provided with sufficient and accurate information and documents with respect to the management and oversight of the Bank in order to perform its assigned duties and powers.

⁹⁰ Articles 44, 45, 46 and 47 Law on Credit Institutions and Article 37 Template of Charter, Annex 01 of Circular 95/2017/TT-BTC.

⁹¹ Clause 9 Article 1 Law on amendment and supplement to Law on credit institutions

5. To assess semi-annual and annual financial statements of the Bank. To report to the General Meeting of Shareholders on the results of the assessment of financial statements, of the evaluation of the reasonableness, legality, truthfulness and prudence in the accounting and statistical work, and the preparation of financial statements. The Supervisory Board may consult the Board of Directors prior to its submission of reports and proposals to the General Meeting of Shareholders.
6. To inspect books of account, other documents and the management and oversight of the Bank when considering necessary, or pursuant to a Resolution or Decision of General Meeting of Shareholders or upon request of a major shareholder or a group of major shareholders in accordance with law. The Supervisory Board shall inspect within seven (07) working days of the receipt of the request. The Supervisory Board shall, within fifteen (15) days as from the ending date of the inspection, submit an explanatory report on the issues required inspection to the organization or individual making the request.
7. To promptly notify the Board of Directors of any violation of any managerial member, and request the offender to stop such violation and work out resolution to rectify the consequence, if any.
8. To prepare the list of the founding shareholders, major shareholders and the related persons of the members of the Board of Directors, members of Supervisory Board, the Chief Executive Officer of the Bank; to archive and update any change to the list.
9. To request the Board of Directors to hold extraordinary meetings or convene extraordinary meetings of the General Meeting of Shareholders in accordance with Charter of the Bank.
10. To convene extraordinary General Meeting of Shareholders in case the Board of Directors conducts any decision which seriously violates the law or which is beyond its powers and other cases according to the Charter of the Bank.
11. Other rights and duties prescribed by this Charter and the law (if any).

Article 58. Rights and Duties of Head and members of Supervisory Board

1. Rights and Duties of Head of Supervisory Board⁹²:

- a. To arrange commencement of performance of duties and powers of the Supervisory Board in accordance with this Charter.
- b. To prepare the agenda of meetings of the Supervisory Board on the proposal of members of such board relating to duties and powers of the Supervisory Board; and to convene and chair meetings of the Supervisory Board
- c. To sign documents within the authority of the Supervisory Board on behalf of such board.
- d. To convene extraordinary General Meeting of Shareholders in accordance with Article 57 of this Charter or request Board of Directors to hold extraordinary Board of Directors' meetings on behalf of Supervisory Board;

⁹² Article 46 Law on Credit Institutions.

- e. To attend the Board of Directors' meeting, raise opinions but not to vote;
- f. To request that his/her opinions will be recorded in the minutes of meeting of the Board of Directors if his/her opinion is different from resolutions or decisions of the Board of Directors and to report it to General Meeting of Shareholders;
- g. To prepare work plan and assign tasks to members of Supervisory Board;
- h. To ensure that members of the Supervisory Board shall receive complete, objective, accurate information, and have enough time to discuss the issues to be considered by the Supervisory Board;
- i. To supervise and instruct members of the Supervisory Board in performing their assigned tasks and exercising the duties and powers of the Supervisory Board members.
- j. To authorize one of the members of the Supervisory Board to assume duties of the Head during his/her absence.
- k. Other rights and duties as prescribed by this Charter and the law (if any).

2. *Rights and duties of members of the Supervisory Board*

- a. To comply with laws, this Charter and internal rules of Supervisory Board with honesty and care, for the benefits of Bank and Shareholders.
 - b. To elect a member of the Supervisory Board to be the Head of Supervisory Board.
 - c. To request the Head of Supervisory Board to hold extraordinary meetings of the Supervisory Board;
 - d. To administer business activities, verify books of accounting, assets, financial statements, and propose remedial action.
 - e. To have the right to request officers, employees of the Bank to provide statistics and explanation on business activities in order to perform their assigned duties;
 - f. To report to the Head of the Supervisory Board on the unusual financial activities and to be personally liable for their assessments and conclusions;
 - g. To attend meetings of the Supervisory Board, discuss and vote on the issues under the rights and powers of Supervisory Board, except when there exists a conflict of interest.
 - h. Other rights and duties as prescribed by the Bank's Charter and the law (if any).
3. Full-time members of Supervisory Board, members who are not shareholders shall be entitled to remuneration under the decisions of General Meeting of Shareholders and other members of the Supervisory Board are entitled to public remuneration. The remuneration and public remuneration are decided by General Meeting of Shareholders. Members of Supervisory Board are provided other reasonable expenses during their performance of assigned tasks. The total remuneration (salary or remuneration and other expenses during the performance of assigned tasks) paid for members of Supervisory Board and public remuneration received by members of the Supervisory Board shall be recorded in details in the annual report of the Bank.
4. The members of the Board of Directors, Chief Executive Officer and members of the Executive Board must provide all information and documents related to the Bank's

operations at the request of the Supervisory Board. The secretary of the Board of Directors must ensure that all copies of financial information and other information provided to the members of the Board of Directors as well as minutes of the meeting of the Board of Directors must be provided for members of Supervisory Board at the time they are provided to the Board of Directors.

Article 59. Replacement of members of the Supervisory Board

1. Status as a member of the Supervisory Board shall automatically be lost or removed or dismissed in accordance with Articles 39 and 40 of this Charter. The order, procedures, dossiers of application for change and approval of the election, appointment, removal or dismissal of the Head and members of the Supervisory Board shall be in accordance with SBV's regulations.
2. No later than fifteen (15) days from the date the Head of the Supervisory Board automatically loses his status as a member of the Supervisory Board, the members of the Supervisory are responsible to hold a meeting of the Supervisory Board to elect one of members of the Supervisory Board (who satisfies the criteria and conditions provided by the current regulations) to be the Head of the Supervisory Board. In case the remaining members of the Supervisory Board are not shareholders, the remaining members of the Supervisory Board shall delegate one of members of Supervisory Board who meets criteria of professional ethics, management competence and professional qualifications as prescribed by SBV's regulations to temporarily handle the tasks of the Head of Supervisory Board and request the Board of Directors to convene the General Meeting of Shareholders within sixty (60) days from the date the Head of Supervisory Board loses his/her status to elect additional members of the Supervisory Board among the shareholders of the Bank to replace and carry out procedures for electing the Head of Supervisory Board.
3. The Head of the Supervisory Board wishing to resign must submit an application to the Board of Directors and the Supervisory Board. Within sixty (60) days from the receipt of such application, the Supervisory Board shall hold a meeting to consider, determine and carry out the procedures of removal or dismissal and election of the Head of Supervisory Board in accordance with current regulations. In case the remaining members of the Supervisory Board are not shareholders of the Bank, the Supervisory Board within sixty (60) days (from the date of receipt of the application for resignation of the Head of the Supervisory Board) shall request the Board of Directors to convene the General Meeting of Shareholders to determine the appropriate number of members of the Supervisory Board as provided in this Charter and to elect members of the Supervisory Board amongst the shareholders of the Bank, and elect the Head of Supervisory Board afterwards.
4. Any member of the Supervisory Board wishing to resign must submit an application to the Board of Directors and the Supervisory Board, which shall be presented to the General Meeting of Shareholders for its decision at the nearest meeting.
5. Where the number of members of the Supervisory Board reduces by more than 1/3 (one third) compared to the required number or Supervisory Board does not meet the minimum

number of members prescribed in this Charter, then the Supervisory Board shall, within a period of sixty (60) days from the date on which the number of its members becomes insufficient, request the Board of Directors to convene the General Meeting of Shareholders to elect additional member(s).

6. In other cases, the nearest meeting of the General Meeting of Shareholders shall elect new member(s) of the Supervisory Board for replacement of the member(s) who being removed or dismissed, or add additional member(s) to ensure a sufficient number of members of the Supervisory Board.

Article 60. Meeting of Supervisory Board

1. **Periodic Meetings:** The Supervisory Board shall hold its meetings regularly at least once every quarter and an extraordinary meeting may be convened to promptly handle unexpected work.
2. **Extraordinary Meetings:** Extraordinary Meetings of Supervisory Board shall be held at the request of:
 - a. Chairman of Board of Directors;
 - b. At least two-thirds of the members of the Board of Directors;
 - c. Head of Supervisory Board;
 - d. At least two-thirds of the members of the Supervisory Board;
 - e. Chief Executive Officer or other persons regulated by this Charter;
 - f. Director of SBV Ho Chi Minh Branch.
3. The Head of the Supervisory Board shall, within fifteen (15) days of receipt of the written request for an extraordinary meeting from any of the persons set out in points a, b, d, e, Clause 2 of this Article, convene and conduct the extraordinary meeting. If, after two consecutive requests, the Head of the Supervisory Board fails to convene any meeting, the Board of Directors and members of the Supervisory Board shall report in writing to the SBV's HCMC Branch and conduct a meeting of Supervisory Board to resolve issues, determine on the removal and dismissal of the Head of the Supervisory Board, elect a member of the Supervisory Board meeting all conditions to be the Head of Supervisory Board in accordance with current regulations, seek for SBV's approval in accordance with the current regulation, or conduct an extraordinary meeting of the General Meeting of Shareholders to deal with outstanding issues (if any).
4. **Venue:** The meetings of the Supervisory Board will be held at the registered address of the Bank.
5. **Notice and meeting agenda:** The Supervisory Board meeting shall be held after five (5) days from the date of sending notices to the members of the Supervisory Board. The notice of the meeting of the Supervisory Board shall be written in Vietnamese which clearly stating the agenda, time and venue accompanied by necessary documents on matters to be

discussed and voted at the Supervisory Board meeting and voting slips for the members of Supervisory Board who cannot attend the meeting. These members of the Supervisory Board will send voting slips to the Supervisory Board before the meeting.

6. **The minimum of attending members:** A meeting of the Supervisory Board shall be conducted where there are the presence of at least $\frac{3}{4}$ (three quarters) of the total members of the Supervisory Board. In case of not directly attending the meeting, Supervisory Board's members may delegate their voting right to another member of Supervisory Board or send opinions in writing. In case of voting in writing, voting slips shall be kept in a sealed envelope and sent to the chairman of the meeting at least one hour prior to the scheduled opening time of the meeting. The voting slips shall be opened only in the presence of all participants in the meeting.
7. **Voting:**
 - a. Each member of the Supervisory Board attending the meeting of the Supervisory Board shall have one vote at the meeting. In case any member is unable to attend the meeting, he/she may authorize in writing another member (who is permitted to vote) to exercise his/her voting right on his/her behalf.
 - b. Any member of the Supervisory Board whose interests are related to any issue to be submitted for determination of the Supervisory Board shall not permitted to vote on such issue and not count as the voting members in the meeting; nor to act as a proxy to vote on such issue by for any member of the Supervisory Board.
 - c. If any doubt arises at a meeting in relation to the interests of members of the Supervisory Board or to the voting rights of such members, which is not resolved by voluntary waiver by such member of his/her voting right, such doubt shall be referred to the chairman of the meeting. The decision of the chairman shall be final, except where the nature or scope of the interest of the relevant member(s) of the Supervisory Board has not been known well.
 - d. Any member of the Supervisory Board who is related to any contract set out in *Clause 1, Article 162 of Law on Enterprise* or the similar contents in inheriting documents of this Law and other guidance documents shall be considered to have material interests in such contract.
8. **Disclosure of benefits:** To their best knowledge, members of Supervisory Board recognize the relation, even direct or indirect, with a contract, transaction or with contract, transaction expected to be signed with the Bank, shall disclose the nature and content of the relevant interests in the meetings of Board of Directors and the meeting of Supervisory Board, in which Board of Directors and Supervisory Board shall considers the feasibility of signing the contract or transaction. Alternatively, such members may disclose those at the nearest meeting of the Board of Directors and meeting of Supervisory Board after they know that they benefit or will benefit from the relevant transaction or contract.
9. **Majority voting:** A decision of the Supervisory Board shall be approved if it is approved by the majority of the members of Supervisory Board having the right to vote and attending the meeting. In case the number of votes are equal, the final decision shall belong to the

side that has the opinion of the Head of Supervisory Board or member of Supervisory Board who is authorized by Supervisory Board to be the Chairman of the meeting (in case the Head of Supervisory Board is absent).

10. In case the Supervisory Board collects written opinions to pass any decision on any issue, such decision shall have the same effect with the decision passed by the members of the Supervisory Board at any meeting which is convened and conducted in normal manner, if:
- a. such decision is passed by way of written opinions with the affirmative votes of the majority of members of the Supervisory Board with voting rights
 - b. The number of members of the Supervisory Board having the right to vote must meet the conditions on the number of members required to conduct the Supervisory Board meeting.
11. **Meeting minutes:** All meetings of the Supervisory Board shall be recorded in the book of minutes. The minutes shall be made in Vietnamese and signed by all members of the Supervisory Board attending the meeting, and such members shall jointly be liable for the accuracy and honesty of the minutes. The chairman of the meeting has the responsibility to prepare and distribute the minutes of the Supervisory Board meeting to all members of the Supervisory Board and such minutes shall be considered as conclusive evidences of the procedures carried out in the meeting, unless there is any objection to the content of the minutes within ten (10) days of the distribution.

Chapter 13

ORGANIZATIONAL STRUCTURE OF THE BANK

Article 61. Network organizational structure of the Bank⁹³

1. **Organizational structure of the Bank is as follows:**
 - a. Headquarters (Head office);
 - b. Branches, representative offices, transaction offices, business units and subsidiaries.
2. The Bank is allowed to open branches, representative offices, business units and subsidiaries when it has demand and meets SBV's regulations. The above organizational structure is decided by the Board of Directors in accordance with the law.

Article 62. Management structure of the Bank

The Head office of the Bank includes:

1. Board of Directors;
2. Supervisory Board;
3. Chief Executive Officer

⁹³ Articles 30 Law on Credit Institutions.

Article 63. The execution units of the Chief Executive Officer

1. Deputy Chief Executive Officers and equivalent titles;
2. Chief Accountant;
3. Functional Departments, Divisions and Teams.

Chapter 14

RIGHT TO INSPECT BOOKS AND DOCUMENTS OF THE BANK

Article 64. Right to inspect books and documents

1. Major shareholders may directly or through a lawyer or authorized person, in writing, verify the list of Shareholders of the Bank and minutes of the General Meeting of Shareholders during working hours at the Bank's head office and copy or extract such documents. A request from authorized person must be accompanied by an authorization letter of the shareholder to whom he/she represents or a notarized copy of this authorization letter.
2. The members of Board of Directors, members of Supervisory Board, the Chief Executive Officer and other members of the Board of Management have the right to check the General Ledger of the Bank, the list of shareholders and other documents of the Bank on purposes related to their duties and powers, provided that they shall keep in secret such information.
3. The Bank shall keep this Charter and its amendments and supplements, the Establishment and Operation License, the Enterprise Registration Certificate, the regulations, the documents proving the ownership on assets, audited financial statements by independent auditors, the minutes of the General Meeting of Shareholders and the Board of Directors meeting, reports of the Supervisory Board, accounting books and other documents as prescribed by Law at the head office or another place where Head office is located, provided that the shareholders and the business registration authority are informed about the location where these documents are stored.
4. Each shareholder has the right to receive a copy of this Charter on the basis of free of charges. This Charter will be published on website of the Bank.

Chapter 15

STAFF AND TRADE UNION

Article 65. Staff and trade union

The Chief Executive Officer shall establish regulations relating to the recruitment, hiring, dismissal, salary, social insurance, bonus and welfare and discipline between the Bank and its staff as well as relationship between the Bank and trade union to report to Board of Directors for consideration and submit to the General Meeting of Shareholders for approval.

Chapter 16

PROFIT DISTRIBUTION

Article 66. Dividend

1. The Bank is only entitled to pay dividends to shareholders when it is profitable and have fulfilled their tax obligations and other financial obligations as prescribed by law.
2. According to the decision of the General Meeting of Shareholders and law, dividends will be announced and paid from the remaining profit of the Bank but not exceed the amounts proposed by the Board of Directors on the basis of truthfulness after collecting the shareholders' opinions at the General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders to receive dividends, determine dividends to be paid for each class of shares, term and form of payment, at least thirty (30) days prior to each dividend payment. Notice of dividend payment must be publicly available to Shareholders no later than fifteen (15) days prior to the date of dividend payment. The notice must specify the name of the Bank, the name and address of the Shareholder, their number of shares in each type, the amount of dividend for each type of shares and the total number of dividends received by that Shareholder and dividend payment method.
3. The Bank shall not pay interest on any dividends or other payments payable in connection with a share certificate.
4. Any dividends or other cash payments related to a share certificate shall be paid in Vietnam Dong and may be paid by cheque or payment order to the registered address of the beneficial shareholder and the shareholder must bear the risk. In addition, any dividends or other cash payments related to a share certificate can be paid via bank transfer when the Bank has been provided with details of shareholder's bank account so that the Bank can be allowed to make the transfer of dividends directly to the bank account of the shareholder. The Bank shall not be reclaimed for any dividend paid via bank transfer, but the beneficiary shareholders are unable to receive such dividend if the Bank has made the transfer to right bank account provided by shareholders.
5. Those who have officially registered to hold shares or other securities are entitled to receive dividends, distributions, notices or documents
6. For shareholders transferring their shares within the period after the record date to the date of dividend payment the transferors will be the recipient of dividends from the Bank.

Chapter 17

INTERNAL AUDIT SYSTEM, INSPECTION SYSTEM, INTERNAL CONTROL, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 67. Internal audit system⁹⁴

1. The Bank's internal audit shall be organized into a unified system by vertical organizational structure, and shall be the specialized unit responsible for conducting internal audit activities of the Bank and directly under Supervisory Board.
2. Internal audit shall conduct independent and objective reviews and assessments on the internal control system; independent assessment on the appropriateness and compliance with internal regulations, policies and procedures established by the Bank; make recommendations to improve the efficiency of systems, processes and regulations, contributing to ensuring the Bank's operations safely, effectively and comply with law.
3. Internal audit results must be promptly reported to the Board of Directors and the Supervisory Board and sent to the Chief Executive Officer of the bank.
4. Based on the size, scale and characteristics of the Bank's operations, and proposal of the Supervisory Board, the Board of Directors shall decide on the organization of the internal audit apparatus, salary, bonus and allowances policies for internal audit personnel.

Article 68. Criteria, appointment and removal of titles of internal audit

1. Internal auditors must meet all of the following criteria⁹⁵:

- a. Having honest qualities, sense of law observance and objective thought;
- b. Holding bachelor degrees or post-graduate degrees in one of the following disciplines: economics, business administration, law, accounting or auditing; having bachelor degree or post-graduate degrees in information technology or any other discipline that is suitable for technology auditors;
- c. At least 02 years of direct working experience in the banking, financial, accounting, auditing industry; at least 02 years of working experience in the information technology industry for technology auditors.
- d. Being able to collect, analyze, evaluate and compile information;
- e. Having knowledge and skills in internal auditing;
- f. Other qualifications as required by the Bank.

Other than the above requirements, the Head of Internal Audit and the Deputy Head of Internal Audit must have at least 03 (three) years of working experience in the banking, financial, accounting or auditing industry.

2. Appointment and Removal of Positions within the Internal Audit⁹⁶

The Head of Internal Audit of the Bank is appointed and removed by the Supervisory Board as the proposal of the Head of Supervisory Board.

The Deputy Head of Internal Audit and other titles of internal audit shall be appointed and removed by the Supervisory Board at the proposal of the Head of Internal Audit.

⁹⁴ Article 41 Law on Credit Institutions.

⁹⁵ Clause 2 Article 66 Circular 13/2018/TT-NHNN.

⁹⁶ Clause 9 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

Article 69. Responsibilities of the Internal Audit Department ⁹⁷

1. To establish the internal audit process at the Bank and submit it to the Supervisory Board for consideration and approval after reporting it to the Board of Directors.
2. To develop annual internal audit plans and conduct internal audit activities according to the approved plans, policies, procedures and internal audit procedures, ensure quality and efficiency.
3. To check, review and evaluate independently and objectively all units, departments and operations of the Bank (mechanisms, policies, procedures, processes or issues in operation) based on the level of risk (high, medium or low) and the degree of impact on the Bank's operations. For all matters that may have an adverse effect on the Bank's operations, the internal auditor should promptly notify the nature and impact of such matters to the Bank's operations and make recommendations to prevent and remedy these problems.
4. To propose remedies and address errors; propose the dealing of violations; to propose measures for improvement, enhance the efficiency and effectiveness of the internal inspection and control system.
5. To assess the suitability of activities to prevent and address reported weaknesses; activities to improve the internal inspection and control system; and monitored until these issues are handled satisfactorily.
6. To prepare audit reports; timely inform and submit internal audit results to parties inside and outside the Bank in accordance with the policies, procedures and regulations of the Bank and the law.
7. To develop, amend, supplement and complete the internal audit method and the scope of internal audit activities so as to be able to update, keep up with developments in banking activities.
8. To implement procedures to ensure the quality of internal audit works.
9. To establish personnel qualifications and job requirements for internal auditors as basis for recruitment, promotion and transfer of officials and professional fostering; plan and regularly organize training to improve and ensure the professional competence of internal auditors.
10. To maintain regular consultations and discussion with the independent audit organization and SBV's inspectors to ensure effective cooperation; to coordinate with external agencies in matters related to the functions and tasks of the internal audit.
11. To fulfill requests of the SBV, independent auditing firms and other relevant authorities about internal audit.⁹⁸
12. To advise the Board of Management, the Board of Directors and function departments on the development, implementation and amendment of major operational procedures;

⁹⁷ Article 18 Circular 44/2011/TT-NHNN.

⁹⁸ Point d Clause 2 Article 68 Circular 13/2018/TT-NHNN.

governance mechanism; procedures for risk identification, assessment and management; method for capital assessment; information system, accounting recognition; performing new operations and products provided that they do not affect the independence of internal auditing.

13. To maintain confidentiality of documents and information in accordance with prevailing regulations, this Charter and the internal regulations on internal audit of the Bank.
14. To be responsible to the Supervisory Board for the results of the internal audit work, the evaluations, conclusions, petitions, proposals in the internal audit reports.
15. To follow up the results of the implementation of recommendations after the internal audit of the units and department of the Bank

Article 70. Powers of the Internal Audit Department

1. To be fully equipped with resources (human, finance and other resources) needed.
2. To take the initiative in performing their tasks according to the approved audit plan.
3. To be fully and promptly provided with all information, documents and dossiers necessary for the internal audit work.
4. To access to and review all business processes and assets when conducting internal audit process.
5. To access to and interview all officers and employees of the Bank on issues related to audit content.
6. To have the right to attend in and receive meeting minutes of the Board of Management related to the work of the internal audit.
7. To supervise, evaluate and monitor the correction, improvement and perfection activities by the leaders of the units and department for the matters which the internal audit has recorded and recommended.
8. Other powers prescribed by law and the SBV's guidance.

Article 71. The internal inspection and internal control system⁹⁹

1. The Bank shall set up an internal inspection and control system to assist the Chief Executive Officer execute smoothly, safely and lawfully in all operations of the Bank.
2. The internal control system is a set of internal mechanisms, policies, procedures, internal regulations and organizational structure of the Bank which is developed in accordance with guidelines of the SBV and implemented in order to ensure the prevention, detection and timely dealing with risks and achieve the set requirements.

⁹⁹ Article 5 Circular 44/2011/TT-NHNN.

3. The internal inspection and control mechanism shall be designed, installed and implemented in all professional processes at all units and departments of the Bank.
4. The Bank regularly check and control the compliance with laws and internal regulations; directly control and supervise operations in all areas of head offices, branches, representative offices, business units and subsidiaries.

Article 72. Requirements and operation principles of the internal inspection and control system¹⁰⁰

1. Any risks that may have an adverse effect on the Bank's performance and objectives must be identified, measured and evaluated regularly and consecutively for timely detection, prevention and take appropriate risk management actions. Whenever there is a change in business objectives, products, services and new business activities, the Bank must review and identify related risks to develop, amend and supplement appropriate mechanism, procedures and regulations on internal inspection and control processes.
2. Internal inspection and control activities are the integral parts of the Bank's daily operations. The internal control and supervision mechanism are designed, set up, organized and implemented in every business process, at all units and departments of the Bank in accordance with the law, the SBV's regulations and internal regulations.
3. Mechanisms of authorization must be established, implemented in a reasonable, concrete and clear manner, avoiding conflicts of interest; to ensure that an officer at the same time is not responsible for many positions or tasks which lead to conflict of interest or overlap; to ensure that all staffs in the Bank have no conditions to manipulate the Bank's operation and conceal information for personal purposes or hide acts in violation of law and internal regulations.
4. To ensure the compliance with the recording and accounting according to regulations and to have a reasonable, reliable and timely internal financial information system on the operation and compliance of the Bank and the economy, market situation to serve the effective management and administration.
5. The Bank's information and information technology system shall be monitored and protected in a rational and safe manner and must have an independent back-up management mechanism to deal with unexpected problems timely such as natural calamities, fire, explosion, etc. to ensure continuity business activities of the Bank.
6. The Bank issues internal regulations on the responsibilities of its officers and employees in the inspection and control of the Bank's activities in accordance with law.
7. Controls activities by the Bank's headquarters over its branches and other affiliates shall ensure that¹⁰¹:
 - a. The headquarters shall supervise and control transactions and activities of the branches

¹⁰⁰ Article 4 Circular 44 44/2011/TT-NHNN.

¹⁰¹ Clause 2 Article 15 Circular 13/2018/TT-NHNN.

- and other affiliates, also including the supervision and control through individuals and departments carrying out control activities in those branches and affiliates;
- b. There are regulations on functions, tasks, report mechanism, salary, reward, discipline, staff transfer and other mechanisms in order to ensure independence and not to conflict the interests of individual or department carrying out control activities at such branches and affiliates to other individuals and departments of the same branches and affiliates; and
 - c. There are mechanisms that allow customers to review, check and compare transactions carried out at the Bank's branches and affiliates to those carried out at the Bank's headquarters.

Article 73. Financial regime¹⁰²

1. The Bank shall comply with the financial regime as prescribed by the Government and the Ministry of Finance's guidance.
2. The annual finalization reports have to comply with the law, regulations of SBV and the State Securities Commission. Figures in the report shall ensure the truthfulness and objectivity of the Bank's operations until the reporting date

Article 74. Capital utilization

1. Banks may use capital to serve its business activities, investment in construction and procurement of fixed assets according to the regulations.
2. The Bank is entitled to change the structure of capital and assets for its development purpose in accordance with the regulations.
3. The Bank is allowed to transfer capital and assets between its subsidiaries which is independent legal entity status.

Article 75. Purchase and investment in fixed assets ¹⁰³

The Bank is allowed to purchase and invest in fixed assets which use directly to the Bank's operation for the amount of up to 50% charter capital and supplemental capital reserve of the Bank.

Article 76. Reserve funds

The Bank is allowed to make and maintain reserve funds from profit after tax as followings:

1. The supplemental capital reserve is made at rate of 5% of profit after tax, the maximum level of this fund must not exceed the charter capital of the Bank;
2. Financial reserve fund;
3. Other reserve funds as prescribed by law.

¹⁰² Article 136 Law on Credit Institutions.

¹⁰³ Article 140 Law on Credit Institutions.

The Bank shall not use the above funds to pay dividends to shareholders or distribute profits to shareholders.

Article 77. Financial autonomy of the Bank

The Bank is financially self-control, self-responsible for its business operations, fulfilling its obligations and commitments in accordance with the law

Article 78. Accounting and Taxation¹⁰⁴

1. The Bank shall implement the accounting and statistical regulations according to the law.
2. The Bank's fiscal year is from 01 January to 31 December of the calendar year. The first fiscal year begins on the date of issuance of the Registration Certificate and ends on 31 December of the same year.
3. Bank shall set up accounting books in Vietnamese and make accounting books equivalent to the form of operation. These records are required to be accurate, up-to-date, systematic and sufficient to substantiate and explain transactions.
4. The Bank shall conduct the accounting in accordance with the accounting system as prescribed by the SBV.

Chapter 18

ANNUAL REPORT, RESPONSIBILITY FOR PROVISION OF INFORMATION AND NOTICE TO THE PUBLIC

Article 79. Financial reports and annual reports¹⁰⁵

1. The Bank shall make financial reports in accordance with the law on accounting and statistics and shall prepare periodical professional reports in accordance with SBV's regulations and regulations of the State Securities Commission.
2. The annual financial statements shall include reports on business results reflecting in a truthful and objective manner about the situation of the Bank's profit/loss in the relevant fiscal year; financial status reports reflecting honestly and objectively the Bank's performance as of the date of preparation of the reports, statements of cash flows and the notes on the financial statements.
3. The Bank must prepare and publish the reviewed semi-annual financial statements and quarterly financial reports in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and the business registration body in accordance with the provisions of the Enterprise Law.

¹⁰⁴ Articles 137 and 138 Law on Credit Institutions

¹⁰⁵ Article 141 Law on Credit Institutions and Article 49 Template of Charter, Annex 01 of Circular 95/2017/TT-BTC

4. The audited annual financial statements (including the auditors' opinions), the reviewed semi-annual financial statements and quarterly financial reports must be published on the Bank's website.
5. Interested organizations and individuals are entitled to inspect or copy the audited annual financial statements, reviewed semi-annual financial statements and the quarterly financial reports during the working hours at the head office of the Bank and shall pay a reasonable fee for the copy.
6. ***Apart from the periodic reports, the Bank shall immediately report to the SBV in writing when any of following cases occurs:***
 - a. There is an abnormal development in professional activities which may cause a serious adverse effect on the business status of the Bank;
 - b. There are significant changes in the organizational structure of the Bank;
 - c. There is a change in name of a branch of the Bank; there is temporary cessation of business activities for under 05 business days; listing of stocks on the domestic securities market¹⁰⁶.
7. Within ninety (90) days after the closing of a fiscal year, the Bank shall submit to the SBV its annual reports as prescribed by the law.
8. The Bank shall prepare and publish annual reports in accordance with relevant law.

Article 80. Publication and Notification¹⁰⁷

1. The annual financial statements and other supporting documents shall be submitted to the tax authorities and the SBV, the State Securities Commission, the Stock Exchange and the business registration authorities. Also, these statements and documents shall be published within one hundred and twenty (120) days since the end of the fiscal year in accordance with the law.
2. The Bank shall comply with the law on securities and securities market on information disclosure.

Chapter 19

BANKING AUDIT

Article 81. Independent audit¹⁰⁸

1. The General Meeting of Shareholders assigns the Board of Directors to select one of these organizations to audit the financial statements of the Bank for the next financial year based on the terms and conditions agreed with the Board of Directors. The Bank shall prepare and send the annual financial statements to the independent auditing company after the end of the financial year.

¹⁰⁶ Clause 26 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

¹⁰⁷ Article 143 Law on Credit Institutions and Article 49 Circular 95/2017/TT-BTC

¹⁰⁸ Article 42 Law on Credit Institutions

2. The Bank shall, within thirty (30) days from the date of its decision selecting an independent auditing organization, notify the SBV of such selected organization.
3. The Bank shall re-conduct an independent audit if the audit reports contains qualified opinions of independent auditing organizations.
4. The Bank's independent auditing organization shall check and certify the truthfulness and report on the basis of the Bank's annual accounting reports for receipts and expenditure of the Bank. In addition, the Bank's independent auditing organization shall prepare Audit Reports and submit them to the Board of Directors within two (02) months of the end of each fiscal year.
5. Auditors of the independent auditing organization will be allowed to attend any General Meeting of Shareholders and collect other notices and information related to any meeting which the Shareholders are entitled to receive and to express their opinions at the General Meeting of Shareholders on matters related to auditors.
6. The specific audit activities of the Bank shall be conducted in accordance with the provisions of the Law on Credit Institutions, the Law on Independent Auditor and the guiding documents of the SBV.

Chapter 20

SPECIAL CONTROL, REORGANIZATION, TERMINATION OF OPERATION AND LIQUIDATION

Article 82. Special Control¹⁰⁹

1. Cases in which the Bank shall be placed under Special Control:

- a. It is insolvent or in danger of being insolvent or it is unable to meet its payment obligation or in danger of being unable to meet its payment obligation in accordance with the SBV regulations;
 - b. Accumulated losses of the Bank exceed 50% of the actual value of charter capital plus reserve funds as recorded in its most recent audited financial statements;
 - c. The Bank fails to maintain the minimum capital adequacy ratio as stipulated in Point b Clause 1 Article 13 of this Charter for 12 consecutive months; or its minimum capital adequacy ratio is less than 4% for six (06) consecutive months;
 - d. The Bank is rated weak for 02 consecutive years in accordance with SBV regulations.
2. When the Bank is in danger of being insolvent or is in danger of being unable to meet its payment obligation, it must promptly report to the SBV on its actual status, reasons, the applied solutions and the solutions proposed to be taken to remedy the situation, and it must make proposals and recommendations to the SBV.

¹⁰⁹ Articles 145, 145a and 146d Law on Credit Institutions (as amended and supplemented by Clause 27 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions)

3. As from the date of the Decision on which the SBV places the Bank under Special Control, the outstanding balance of principal and interest of refinanced loans provided by the SBV to the Bank shall be transferred to the outstanding balance of special loans.
4. In case of emergency, in order to ensure the capability of payment of deposits or interests for its customers or to assist the Bank's recovery in accordance with the remedial plan or plan on compulsory transfer as approved, the Bank may be provided with special loans by the SBV, Deposit Insurance of Vietnam, Vietnam Co-operative Bank and other credit institutions in accordance with the law.
5. Such special loans shall be prioritized for repayment over all other debts including secured debts of the Bank in the following cases:
 - a. On maturity, except when the duration of the restructuring plan has not yet been approved or when such plan is changed but the change has not yet been approved;
 - b. On dissolution or bankruptcy of the credit institution.

Article 83. Responsibilities of the Bank, Shareholders, Board of Directors, Supervisory Board, and the Chief Executive Officer of the Bank placed under Special Control¹¹⁰,

1. The Bank placed under special control and its shareholders have the following responsibilities:
 - a. To hire an independent audit organization to review and assess the actual financial status and to determine the actual value of the charter capital and reserve funds, with specific contents as requested by the Special Controlling Board. Such hiring must be completed within thirty (30) days since the date of the decision on establishing the Special Controlling Board to self-assess on the overall actual state of the Bank, send the results of its self-assessment and propose the policy on restructuring the Bank.
 - b. After the receipt of a decision on in-principle approval of restructuring the Bank placed under the Special Control from competent authorities, as requested by the Special Controlling Board, the Bank shall prepare a restructuring plan (remedial plan/plan on merger, or consolidation, or transfer of all shares /plan on dissolution/plan on compulsory transfer/plan on bankruptcy). The preparation of restructuring plan and its contents shall be in compliance with relevant provisions at Items 1, 1a, 1b, 1c, 1d, 1đ and 1e Chapter VIII Law on Credit Institutions (as amended and supplemented);
 - c. To implement the in-principle decision on the restructuring plan and supporting measures of the restructuring plan as approved by the competent authority;
 - d. To implement the decisions and requirements of the SBV as prescribed in Article 146a of the Law on Credit Institutions (as amended and supplemented);

¹¹⁰ Article 146c Law on Credit Institutions (as amended and supplemented by Clause 27 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions), Item 1a, 1b, 1c, 1d, 1đ and 1e Chapter VIII Law on Credit Institutions (as amended and supplemented by Clause 28 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions).

- e. To implement the decisions and requirements of the Special Controlling Board as prescribed in Article 146b of the Law on Credit Institutions (as amended and supplemented).
2. The Board of Directors, Supervisory Board, and the Chief Executive Officer of the Bank under special control have the following responsibilities:
 - a. To undertake the duties prescribed in Clause 1 of this Article;
 - b. To manage, control and executively operate the business activities of the Bank to ensure the safety of its assets.

Article 84. Termination of Special Control¹¹¹

The Bank shall be entitled to terminate its special control imposed by a decision of the SBV in one of the following cases:

1. The Bank has remedied the situation which caused it being placed under special control and complies with the prudential ratios prescribed in Article 13 of this Charter.
2. During the period of special control, the Bank is merged or consolidated with another credit institution, or is dissolved.
3. After a Judge appoints an Asset Management Officer or enterprise to manage or liquidate assets in order to conduct bankruptcy procedures of the Bank.

Article 85. Management, Executive Operation and Activities of the Bank Placed Under Special Control¹¹²

1. The Bank placed under Special Control is only allowed to do business under operational contents and scope as decided by the SBV, except for some business activities which are suspended by the Special Controlling Board because such activities may expose the Bank to more risks or are inconsistent with the approved restructuring plan.
2. During the duration of such special control, the Bank is not required to comply with the limits on extension of credit, prudential ratios, making provision for risks and purchase of and investment in fixed assets as provided in this Charter and under Articles 128, 130, 131 and 140 of the Law on Credit Institutions (as amended and supplemented) but shall implement specific decisions of the SBV applicable to each specific case; if the amount of required provision for risks is greater than the difference between receipts and expenditures from the annual business results (excluding the amount of a risk reserve provisionally established during the year), then the minimum amount required for establishment of risk reserve shall equal such difference.

¹¹¹ Article 145b Law on Credit Institutions (as amended and supplemented by Clause 27 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions).

¹¹² Article 146dd Law on Credit Institutions (as amended and supplemented by Clause 27 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions).

3. The Bank placed under special control is not required to implement the compulsory reserve.
4. The Bank placed under special control is exempted from paying monetary deposit insurance premiums, and fees for participation in the Fund for Ensuring Safety of the People's Credit Fund System.
5. Holding meetings of the General Meeting of Shareholders and disclosure of information by the Bank under special control shall be implemented in accordance with requests from the SBV, in conformity with the objective of ensuring the safety of the credit institution system.
6. The number of members of and the term of office of the Board of Directors and of the Supervisory Board of the Bank under Special Control shall be decided by the SBV, in conformity with the actual operational status of the credit institution placed under special control.

In cases where the Board of Directors, Supervisory Board of the Bank placed under special control reaches the end of its term and the Bank has not elected or appointed a new Board of Directors, Supervisory Board, then the current Board of Directors, Supervisory Board shall continue to manage and control the Bank in accordance with law.

Article 86. Re-organization of the Bank¹¹³

1. The Bank may be reorganized by way of separation, demerger, consolidation, merger, acquisition or conversion of legal form after obtaining written approval from the SBV.
2. Conditions, files, order and procedures for approval of reorganizing of the Bank are in accordance with SBV's regulation.

Article 87. Bankruptcy

1. After the SBV issues a document terminating special control or a document terminating the application or a document of non-application of measures for recovery of solvency but the Bank still falls into the state of bankruptcy, the Bank is required to prepare a petition to request the Court to open the procedures for resolving a bankruptcy petition in accordance with the law on bankruptcy.
2. Bankruptcy of the Bank in accordance with the law on bankruptcy.
3. After a Judge appoints an Asset Management Officer or enterprise to manage or liquidate the assets, the SBV shall revoke the Establishment and Operational License of the Bank¹¹⁴.

Article 88. Dissolution of the Bank

The Bank shall be dissolved in the following cases:

¹¹³ Article 153 Law on Credit Institutions C

¹¹⁴ Clause 29 Article 1 of the Law on amendments and supplements to the Law on Credit Institutions

1. Voluntarily applying for dissolution if it is possible to pay off all debts and be approved in writing by the SBV;
2. Upon the expiration of their operation duration, the Bank shall not apply for extension or the extension application is not approved in writing by the SBV; or
3. Being revoked licenses.

Article 89. Liquidation of assets of the Bank

1. When the Bank is declared bankrupt, the liquidation of the Bank's assets shall comply with the provisions of the Law on Bankruptcy of Enterprises.
2. When dissolving according to Article 88 of this Charter, the Bank shall liquidate under the supervision of SBV and in accordance with the order and procedures of asset liquidation as prescribed by the SBV.
3. At least six (06) months before the end of the Bank's operation duration or after the Bank dissolution decision is issued, the Board of Directors must establish a liquidation committee comprising three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent audit company. The liquidation committee prepares its operating regulations. Members of the liquidation committee may be selected from among Bank employees or independent experts. All costs related to liquidation are prior to be paid by the Bank before other debts owed by the Bank.
4. The liquidation committee is responsible to report to the business registration authorities on the date of its establishment and the date of commencement of its operation. From that point, the liquidation committee shall act on behalf of the Bank in all matters relating to the liquidation of the Bank before the Court and administrative authorities.
5. The proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation costs;
 - b. Wages, severance allowances, social insurance and other interests of laborers under the signed collective labor agreement and labor contracts;
 - c. Tax payable;
 - d. Other debts of the Bank;
 - e. The remainder after payment of all debts from (a) to (d) above shall be distributed to the shareholders. Preferential shares are prior to be paid.

Article 90. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the expiration of the term of operation so that the

shareholders may vote on the extension of the Bank's operation at the request of the Board of Directors.

2. The operation duration is extended when 65% or more of the total number of votes of shareholders with voting rights are present in person or through their authorized representatives present at the meeting of the General Meeting of Shareholders approve.

Chapter 21

INTERNAL DISPUTE RESOLUTION

Article 91. Internal Dispute Resolution

1. Whenever a dispute or complaint relates to the work of the Bank or to the rights of Shareholders arising from this Charter or from any rights or obligations under the Law on Credit Institutions and current implementation guidelines and any other law or administrative regulations, between:
 - a. Shareholders with the Bank; or
 - b. Shareholder with Board of Directors, Supervisory Board, Chief Executive Officer or other management officers of the Bank
2. The relevant parties shall attempt to resolve such dispute by way of negotiation and conciliation. Except where such dispute relates to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present facts in relation to the dispute within twenty one (21) business days from the date of the dispute arising. If the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request competent authorities to resolve.
3. If a decision on reconciliation is not made within 06 (six) weeks from the beginning of the reconciliation process or if the decision of the conciliator is not accepted by the parties, then any party may bring such dispute to the competent Court.
4. The parties shall bear their own costs relating to procedures for negotiation and conciliation. The Court shall decide which party is to bear the Court fees.

Chapter 22

INFORMATION AND CONFIDENTIALITY

Article 92. Information

1. The Bank periodically informs the account holder of the transactions and balances on their accounts at the Bank.

2. The Bank may exchange information with other credit institutions on banking activities and customers in accordance with the regulations.
3. The Bank is responsible for reporting and providing information to the SBV on the business situation and personnel at the request of the SBV and being provided with information related to banking activities of customers having relationship with the Bank by the SBV.

Article 93. Obligations of confidentiality

1. Employees of the Bank and related persons shall not disclose State secrets, business secrets and customer secrets that they know, except as required by the government authorities.
2. The Bank is entitled to refuse requests of organizations and individuals on providing of information relating to deposits, assets of customers and operations of the Bank, except where there exists a request from competent Government authorities in accordance with the law or approved by the customer in writing.

Chapter 23
EFFECTIVE DATE

Article 94. Effective Date

1. This Charter shall take effect from the date when the General Meeting of Shareholders approves and shall replace the previous Charter and the Charter supplements approved by the SBV.
2. Copies or excerpts of this Charter comply with the Bank's regulations and relevant laws.
3. This Charter is the unique and official Charter of the Bank.
4. The amendment and supplementation of this Charter must be approved by the General Meeting of Shareholders. In case of any change or new provisions of the law relating to the Bank's activities other than the provisions of this Charter, the provisions of such law shall automatically apply, except where the new law allows this Charter to be regulated otherwise, in accordance with the new framework, the provisions of this Charter shall apply./.

Ho Chi Minh City, February 6th, 2020

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS
CHAIRWOMAN OF BOARD OF DIRECTORS

(signed and sealed)

LE THI BANG TAM

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