

**NO VA LAND**

**INVESTMENT GROUP CORPORATION**



## **CODE OF CORPORATE GOVERNANCE**

*(Issued along with the Board of Directors' Resolution No. 17/2018-NQ.ĐHĐCĐ-NVLG  
on April 26<sup>th</sup>, 2018)*

**HCMC, 2018**

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## CHAPTER I: GENERAL PROVISIONS

### Article 1: Governing scope

1. Code of corporate governance which is applied to Novaland Group compliance to:
  - Law on Enterprises No. 68/2014/QH13 on November 26<sup>th</sup>, 2014 and related documentations guidelines;
  - Law on Securities No. 70/2006/QH11 on June 29<sup>th</sup>, 2006 and the Law on Amendment and Addition to a number of Articles of the Law on Securities No. 62/2010/QH12 on November 24<sup>th</sup>, 2010 and related documentations guidelines;
  - The Charter of Novaland Group.
2. This Code mentions to the basic principle of corporate governance to protect the rights and obligations of shareholders, as well as set up the code of conduct for the Board of Directors (BOD), Board of Management (BOM) and Executive Managers.
3. This Code is used to assess the corporate governance of Novaland Group.
4. In case there is a mismatch among the law and this Code or other documents issued by the Company, the law will be applicable.

### Article 2: Interpretation of terms

1. Interpretation of terms as follows:
  - a. "Corporate governance": The system of principles:
    - Complying to the present law and the Company Charter;
    - Ensuring the effective corporate governance;
    - Ensuring the efficiency of the BOD;
    - Ensuring the rights of shareholders and Related Parties;
    - Fair treatment of shareholders;
    - Ensuring the role and responsibility of the Company's Related Parties;
    - Ensuring the transparency of the business operations;
  - b. "The Company": Novaland Group has registered address at 313B - 315 Nam Ky Khoi Nghia Street, Ward 7, District 3, HCMC;
  - c. "BOD": Administrative unit of the Company to decide and implement the rights and obligations of the Company which are not under the General Meeting of Shareholders' (GMS) power;
  - d. "BOM": Including the Chief Executive Officer (CEO) and Deputy CEOs of the Company;
  - e. "Major shareholders": Shareholders who indirectly or directly own greater than 5% of voting shares of the Company;
  - f. "Audit Committee": Appointed by the BOD in compliance with Sub Term b Term 1 Article 134 of Law on Enterprises;
  - g. "Executive Managers": Including of CEO, Deputy CEOs, Chief Accountant and other management levels appointed by the BOD;
  - h. "Related Parties": Including of individual and organization which are mentioned in Term 17 Article 4 of Law on Enterprises and Term 34 Article 6 of Law on Securities;
  - i. "Internal Person": The person mentioned in Term 5 Article 2 of Circular 155;
  - j. "Non-Executive Board Member": The BOD's Members who are not simultaneously the Company Executive Managers;
  - k. "Independent Member of the Board": The BOD's Member must comply with the Term 2 Article 151 of Law on Enterprises and Term 3 Article 2 of Circular 121;

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2. Some terms in other legal documents including of amendment and addition or replacement are referred in this Code.

## CHAPTER 2: SHAREHOLDER AND GENERAL MEETING OF SHAREHOLDERS

### Article 3: Right of shareholders

1. Shareholders have the rights and obligations in accordance with the Law on Enterprises, relevant legal documents and Company Charter, in particular:
  - a. The right to freely transfer shares that has been paid in full and recorded in the shareholder book of the Company, except for restrictions on transfer stipulated by law, the Company Charter and decision of the GMS;
  - b. The right to be treated equally: Each share of same type gives the shareholders the ownership of equivalent rights, obligations and interests. If the Company has preferred shares, its rights and obligations of such preferred shares must be approved by the GMS and fully announced to the shareholders;
  - c. The right to be fully notified of both periodical and extraordinary information disclosure of the Company activities;
  - d. The right and responsibility to participate in the GMS and exercise the voting right in person or via authorized representatives or by postal vote;
  - e. The right of first purchase of new shares offered for sale corresponding to the ratio of shares owned in the Company.
2. Shareholders have the right to protect their legitimate interests. In the case of the GMS and BOD' Resolutions breach of law or the Company Charter, such shareholders are entitled to request cancellation of such decisions either in partial or the whole pursuant to the sequence and procedures stipulated by law. If a decision in breach of law causes any loss or damage to the Company, the BOD and BOM must compensate to the extent of their responsibilities. Shareholders have the right to request compensation from the Company for such loss and damage in accordance with law.

### Article 4: Responsibility of major shareholders

Major shareholders have their responsibilities in accordance with Law on Enterprises and other related regulations, in addition of the followings:

1. Major shareholders must not exploit their advantages to cause any loss or damage of the rights and interests of the Company and other shareholders.
2. Major shareholders are obliged to disclose information in accordance with law.

### Article 5: Annual and Extraordinary General Meeting of Shareholders

1. The Company must disclose information and publish on its Website the regulations on sequence and procedures for convening and voting at the GMS in accordance with the Law on Enterprises, related legal instruments and Company Charter, comprising the following particulars:
  - a. Notice of closing the list of shareholders entitled to attend the GMS;
  - b. Notice of convening the GMS;
  - c. Method of registering to attend the GMS;
  - d. Method of voting, counting votes and notice of voting results;
  - e. Method of approving, counting approved cards and notice of results;
  - f. Method of opposing decisions of the GMS;
  - g. Preparing the Meeting minutes of the GMS;
  - h. Public announcement of decisions of the GMS;
  - i. Other issues.

2. The Company must disclose information about the closing of the list of shareholders entitled to attend the GMS at least 20 days before the record day.
3. Notice of the GMS must be sent to all shareholders and announced on means of communication of State Securities Commission (SSC), Ho Chi Minh Stock Exchange (HSX) and the Company Website. The notice of the GMS must be sent at least 10 days before the date of the GMS (from the date the notice is properly sent or delivered, paid or mailed).

The agenda and documents related which are passed by the GMS must be sent to shareholders and published on the Company Website. In case the documents related have not been enclosed with the notice of invitation, Website address must be specified for their accessing information.

4. Method of registering for the GMS:
  - 4.1 Shareholders may confirm their participation in the GMS in the following manner: Send the confirmation of attendance of the GMS via post and email (in the form attached to the notice of meeting or on the Company Website);
  - 4.2 If a shareholder is unable to attend the GMS, he/she may authorize his/her representative to attend. Authorization must be followed the form attached in the Company Website or enclosed to the notice of meeting;
  - 4.3 The authorized representative to attend the GMS must submit the original authorization letter to the Company before entering the meeting room;
  - 4.4 Before starting the GMS, the Company must carry out procedures of shareholder registration for their attendance until all the present shareholders register to the GMS;
  - 4.5 Shareholders who are late attending to the GMS shall have the right to immediately register and then participate and vote at the GMS. The Chairman is not obliged to stop the meeting for late registration of shareholders and the validity of the previous voting is unaffected.

Shareholders who are considered attending and voting at the GMS belongs to one of following cases: (i) attending and voting directly at the GMS; (ii) authorizing to other person attending and voting at the GMS; (iii) attending and voting via online conference, electronic voting, or other electronics media methods; (iv) sending voting paper to the GMS via mail, fax, email.

5. Method of voting, notice of voting results:
  - 5.1 While shareholders registering to the GMS, a voting card will be delivered to each delegate. All delegates who have completed registration procedures are entitled to express their opinions and vote on issues in the agenda of the GMS;
  - 5.2 Method of voting: While voting at the GMS, the delegates shall chose any option in the voting card. The Company is able to use software programs, high information technology services for shareholder convenience;
  - 5.3 Method of counting votes: Board of Voting shall collect all cards for voting results;
  - 5.4 Notice of voting results: The voting results on each issue are announced by the Chairman or the person which is appointed by the Chairman before closing the GMS;
  - 5.5 Vote for the Members of the BOD will be carried out by the method of cumulative voting according to the following principles:

Each shareholder has a total number of votes corresponding to the total number of shares multiplied by the number of elected Members of the BOD. Shareholders have the right to multiply their total votes by 1 or several candidates;

The person who will be the Member of the BOD shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes to the number of Members to be elected are enough. Where 2 or more candidates have the same number of votes for the last Member to be elected, the GMS shall proceed to further vote among candidates with equal number of votes or to decide according to the Election Regulation if any.

6. The BOD or convener of the GMS shall arrange the agenda, venue and reasonable time to discuss and vote on each issue in the agenda of the GMS.
7. The Company must make its effort to apply high information technology so that shareholders can participate in the GMS in the best way, including instructing shareholders for postal vote and e-voting.
8. The Company must hold the Annual General Meeting (AGM) in accordance with the Law on Enterprises. The AGM cannot be held in the form of written opinions of shareholders. In case the Company' annual Financial Statements has qualified opinions, representative of auditing company can be invited to the AGM.
9. Written opinions of shareholders to pass the GMS's decisions is practiced by the Company or electronic voting which is provided by Vietnam Securities Depository (VSD).

The written opinions of shareholders' procedures according to VSD's electronic voting will be applied to the VSD's regulations.

The sequences and procedures of written opinions of shareholders which is held by the Company must be in accordance with the Company Charter and other regulations of enterprises.

#### **Article 6: Meeting minutes of the General Meeting of Shareholders**

1. The Secretariat is in charge of the GMS' Meeting minutes and the drafts of Resolution which are passed by the GMS before the meeting closing.
2. The Chairperson and Secretariat shall be responsible for the truthfulness and accuracy of the contents of the Meeting minutes.
3. The GMS' Meeting minutes, shareholder list who attending the meeting, authorization letters, notice of counting vote, Resolutions and other related documents must be kept in the Company office.
4. The GMS' Meeting minutes and Resolutions shall be published in the Company Website within 24 hours and sent to all shareholders within 15 days from the date of closing the meeting.

#### **Article 7: Report on activities of the Board of Directors at the General Meeting of Shareholders**

BOD's report submitted to the GMS must contain at least the following contents:

- Assessment of the operational situation of the Company during the financial year;
- Activities, remuneration, operational expenses and other benefits of the BOD and each Member;
- Compilation of meetings of the BOD and its decisions;
- The Independent Board Member' report of the BOD activities;
- Activities of Audit Committee and other Committees appointed by the BOD;
- Results of supervision on the BOM;
- Results of supervision to other Executive managers;
- Plans in the futures.

### **CHAPTER 3: MEMBERSHIP OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS**

#### **Article 8: Self-nomination and nomination of the Board of Directors' Members**

1. The BOD candidates with details as follow must be announced on the Company Website at least 10 days of opening the GMS for shareholders reference before voting:
  - Full name and date of birth;
  - Education background;
  - Qualification;

- Experience;
  - Other BOD Memberships and other management positions;
  - Report on the candidates' distribution to the Company, in case the candidates is currently the BOD's members;
  - Related benefits with the Company (if any);
  - Full name of the shareholder or group of shareholders who nominate the candidate;
  - Other information (if any).
2. The BOD candidates must have written commitments of the honest, accurate and reasonable personal information announced. They must execute their tasks in truthfully, loyally and prudently way for the highest interest of the Company.
  3. The Company must ensure the shareholders information access of the companies where the BOD candidates hold the BOD Memberships and other management positions and have other related benefits (if any).
  4. The shareholders holding shares with voting rights in a continuous period of at least 6 months may add up the number of voting rights of each person to nominate candidates to the BOD, in accordance with law and the Company Charter.
  5. If the number of candidates nominated by the BOD is still insufficient as necessary, the incumbent BOD may nominate more candidates. The nomination mechanism must be clearly disclosed and passed by the GMS.
  6. The Company must regulate and instruct shareholders to follow cumulative voting for the BOD's Members.

#### **Article 9: Status as Members of the Board of Directors**

1. Members of the BOD must be persons who do not fall into the category of persons prohibited by law and the Company Charter from being Members of the BOD. Members of the BOD may not be shareholders of the Company.
2. The Company is encouraged to restrict the Members of the BOD concurrently holding management positions of the Company in order to ensure its independence.
3. Members of the BOD are restricted to concurrently being BOD's Members of more than 5 other companies, except for the BOD's Members of Subsidiaries and Associates within Novaland Group.
4. Chairman of the Board must not concurrently hold the position of the CEO, unless it is approved at the AGM.

#### **Article 10: Composition of the Board of Directors**

1. The minimum number of the BOD is 5 people and a maximum number is 11 people. The BOD Members' structure must be the harmony with knowledge and experience of law, finance and business expertise.
2. Total number of Independent Members of the Board must occupy at least 1/3 of the total number of the BOD Members.

#### **Article 11: Rights of Members of the Board of Directors**

Members of the BOD have all the rights stipulated in the Law on Enterprises, related legal instruments and Company Charter, especially the right to be provided with information and documents on the financial, operational and business situation of the Company and its entities.

#### **Article 12: Responsibilities and obligations of Members of the Board of Directors**

1. Members of the BOD must comply with all responsibilities and obligations stipulated in the Law on Enterprises and related legal instruments.

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2. Members of the BOD are responsible to carry out their duties in an honest and diligent manner in the best interests of the shareholders and the Company.
3. Members of the BOD are responsible to attend all meetings of the Board and clearly express their opinions on the matters addressed for discussion.
4. When any Member of the BOD or their Related Parties conducts share trading of the Company, such Member or Related Parties must report to the SSC, HOSE and disclose information about such trading in accordance with law.
5. The Company may purchase liability insurance for Members of the Board after obtaining approval from the GMS. Such insurance shall not include insurance for liabilities of Members of the Board in relation to any breach of law and the Company Charter.

#### **Article 13: Responsibilities and obligations of the Board of Directors**

1. The BOD must comply with all responsibilities and obligations stipulated in the Law on Enterprises and related legal instruments.
2. The BOD is responsible to the shareholders for the Company's activities.
3. The BOD is responsible to ensure that the Company's activities comply with law, the Charter and internal rules of the Company, to treat all shareholders equally and respect the interests of persons who have benefits related to the Company.
4. The BOD shall formulate provisions on the sequence and procedures for nominating, standing for election, electing, removing and dismissing Members of the Board; and the sequence and procedures for holding meetings of the BOD as follows:
  - a. Sequence and procedures for nominating, standing for election, election, removal and dismissal of a Member of the Board:
    - Criteria for being a Member of the Board;
    - Method of nominating and standing for election as a Member of the Board by a shareholder or a group of shareholders in accordance with law and the Company Charter;
    - Method of electing a Member of the Board;
    - Circumstances in which a Member of the Board will be removed or dismissed;
    - Notice of election, removal or dismissal of a Member of the Board.
  - b. Sequence and procedures for holding a meeting of the Board:
    - Notice of meeting of the Board (comprising the agenda, time, venue, relevant documents and voting slips for Members of the Board who cannot attend the meeting);
    - Conditions for holding a meeting of the Board;
    - Method of voting;
    - Method of passing a Resolution of the Board;
    - Meeting minutes of the Board;
    - Notice of the Resolution of the Board.
5. The BOD shall formulate provisions on the sequence and procedures for selecting, appointing; solving the claim of the Company against the Executive Managers and the sequence and procedures for coordination between the BOD and BOM as follows:
  - a. Sequence and procedures for selecting, appointing and dismissing, or solving the claim against the Executive Managers belong to BOD's authorize according to the Company Charter:
    - Criteria for selecting the Executive Managers;
    - Appointment of the Executive Managers;

- Execution of labor contract with the Executive Managers;
  - Dismissal of the Executive Managers;
  - Notice of appointment or dismissal of the Executive Managers.
- b. Sequence and procedures for coordination between the BOD and BOM:
- Procedures and sequence for convening meeting, meeting invitation, recording minutes and announcing meeting results between the BOD and BOM;
  - Notice of the BOD' Resolutions to the BOM;
  - Cases in which the BOM proposes a meeting of the Board and the matters require decisions of the Board;
  - Report of the BOM to the BOD on performance of assigned duties and powers;
  - Criticism of the implementation of Resolutions and other authorized matters by the Board with respect to the BOM;
  - Issues which the BOM is required to report and provide information and method of notifying to the Board;
  - Coordination of control, management and supervision between Members of the Board and BOM in accordance with their specific duties.
6. The BOD is responsible to formulate a mechanism for assessing activities, rewarding and disciplining Members of the BOD, BOM and other the Executive Managers.
7. The BOD is responsible to report about the appointment of the CEO and their activities at the GMS as stipulated in Article 7 of this Code.

#### **Article 14: Meetings of the Board of Directors**

1. The BOD shall hold a meeting once a quarter in accordance with the sequence stipulated in the Company Charter and its internal rules. The organization of a meeting of the Board, agenda and relevant documents must be notified in advance to the Board Members within the time-limit stipulated by law and the Company Charter.
2. The Meeting minutes of the Board must be prepared in detail and clearly. The Chairperson of the meeting and Secretary must sign the Meeting minutes. The Meeting minutes of the Board must be filed in accordance with law and the Company Charter.
3. The BOD has a right to request the BOD's Independent Member write a report of the BOD activities which will be announced at the AGM.

#### **Article 15: Remuneration of the Board of Directors**

1. The remuneration of the Board shall be annually approved by the GMS and announced in accordance with regulations.
2. If a Member of the Board concurrently holds a position in the managerial apparatus of the Company itself and its Subsidiaries, then the announced remuneration must comprise salaries and bonuses attached to such management positions and other items of remuneration.
3. Remuneration, other benefits and expenses paid by the Company to each Member of the Board shall be disclosed in detail in the Company's Annual Report.

#### **Article 16: Audit Committee and other Committees appointed by the Board of Directors**

1. The BOD must issue the Charter of Audit Committee including the criteria for its Members, structure and composition, rights and obligations and meetings.
2. The BOD may set up other Committees to support for their activities including Policy Development Committee, Personnel Committee, Remuneration Committee and others according to the GMS' Resolutions.

3. The BOD need to nominate 1 Independent Board Member to be the Chairman of Audit Committee, Personnel Committee and Remuneration Committee.
4. The BOD specifies the details of each Committee and the Members' rights and obligations. The members number of the Committees are decided by the BOD, but have at least 3 members, including the BOD's members and external members. The Committees' activities must follow the BOD's regulations. The committees' resolutions are only valid when major of attending members pass at the Committees' meeting.
5. In case the Company has not established Committees, the Independent Board Member will be assigned to in charge of human resources and remuneration separately.

#### **Article 17: The Person in charge of corporate governance and Company Secretary**

1. The BOD shall appoint at least 1 employee to be the Person in charge of corporate governance cum Company Secretary for the term and the provisions upon the decision of the BOD but 5 years maximum.
2. The BOD may dismiss the Person in charge of corporate governance and Company Secretary if necessary but it is not contrary to the provisions of existing labor law.
3. The BOD may appoint 1 or more employee to be the Person in charge of corporate governance and Company Secretary in a reasonable time.
4. The Person in charge of corporate governance and Company Secretary must have expertise in law. He/she is restricted to concurrently working for audit companies which are auditing the Company's Financial Statements.
5. The roles and duties of the Person in charge of corporate governance and Company Secretary include:
  - Preparing the meetings of the GMS, BOD at the request of the BOD;
  - Consulting on the procedures of the GMS and other related tasks between the Company and its shareholders;
  - Attending the meetings;
  - Ensuring the BOD' Resolutions in line with law;
  - Providing financial information, copies of Meeting minutes of the Board and other information to the BOD' Members;
  - Supporting the BOD Members in implementing the rights and duties assigned to them;
  - Supporting the BOD in the application and implementation of corporate governance principles;
  - Supervising and reporting to the BOD on the Company's information disclosure;
  - Other rights and duties in accordance with law and the Company Charter.
6. The Person in charge of corporate governance and Company Secretary is responsible to keep information confidential in accordance with law and the Charter.

#### **Article 18: Attendance of independent auditor in the General Meeting of Shareholders**

Auditor or Representative of auditing company must be invited to the AGM to express their opinions related to annual audited Financial Statements in case there is a qualified opinion.

### **CHAPTER 4: TRAINING ON CORPORATE GOVERNANCE**

#### **Article 19: Training on corporate governance**

Members of the BOD, BOM, Audit Committee, the Person in charge of corporate governance and Company Secretary must attend to the training courses of corporate governance certified by the SSC.

## CHAPTER 5: PREVENTION OF CONFLICTS OF INTEREST

### Article 20: Responsibility of Members of the Board of Directors, Board of Management and other Executive Managers to be honest and to avoid conflicts of interest

1. Members of the BOD, BOM and other Executive Managers must publicly announce related interests in accordance with the Law on Enterprises and related legal instruments.
2. Members of the BOD, BOM and other Executive Managers and their Related Parties are not permitted to use any business opportunity possibly bringing benefits to the Company for their personal purposes and are not permitted to use information obtained by virtue of their position for personal interest or for the interest or benefit of any other individual and organization.
3. Members of the BOD, BOM and other Executive Managers are obliged to notify the BOD of any transaction between the Company, its Subsidiaries, a company controlled by the Company and such Member or any Related Parties of such Member in accordance with law. The Company must disclose information about the Resolutions of the GMS or BOD approving the above transactions within 24 hours on its Website and must report to the SSC as well as HSX.
4. The Company must not provide any loan or guarantee to any Member of the BOD, BOM, other Executive Managers and their Related Parties, unless decided by the GMS.
5. Members of the BOD are not permitted to vote on any transaction which such Members or their Related Parties of such Members participates in, including transactions in which the material and non-material interest of such Members of the BOD have not been determined. The above-mentioned transactions must be disclosed in the Company's Annual Report.
6. Members of the BOD, BOM, other Executive Managers and other Related Parties must not use information which has not yet been permitted to be disclosed or to be revealed to others in order to conduct related transactions.

### Article 21: Transactions with Related Parties

1. Any transactions with Related Parties must be approved before conducting in accordance with the Company Charter.
2. When the Company conducts trading with any Related Parties, it must enter into a written contract on the principle of equality and voluntariness. The contents of such a contract must be clear and specific and disclosed to the shareholders when requested.
3. The Company shall apply necessary measures to prevent Related Parties from interfering in the Company's activities and causing loss to the Company's interests by controlling goods selling and purchasing channels of the Company or by rigging prices.
4. The Company shall apply necessary measures to prevent shareholders and Related Parties from conducting any transaction causing a loss of capital, assets or other resources of the Company. The Company must not provide loans or guarantees to shareholders and Related Parties.

### Article 22: Assurance of legitimate rights of parties with interests related to the Company

1. The Company must respect the legitimate rights of parties with interests related to the Company comprising banks, creditors, employees, consumers, suppliers, the community and others who have interests related to the Company.
2. The Company is required to coordinate actively with the persons who have interests related to the Company by way of:
  - a. Providing complete and necessary information to banks and creditors in order to enable them to assess the operational and financial situation of the Company to make decisions;
  - b. Encouraging them to express their opinions on the business and financial situation and important decisions relating to their interests via directly contact to the BOD and BOM.
3. The Company must comply with the provisions on labor, environmental protection and corporate social responsibility.

## CHAPTER 6: REPORTS AND DISCLOSURE OF INFORMATION

### Article 23: Obligations to disclose information

1. The Company is obliged to disclose complete, accurate and updated information on a periodical and extraordinary basis about the operational, financial and corporate governance situation of the Company to the shareholders and public. Information shall be disclosed in accordance with law and the Company Charter. In addition, the Company must disclose other information completely, accurately and promptly if such information may affect share prices and decisions of shareholders and investors.
2. The disclosure of information shall be implemented by the method which ensures shareholders and investors will have equal access. The wording in information disclosure must be clear and easily understandable and must not cause misunderstanding to the shareholders and investors.

### Article 24: Disclosure of information of corporate governance structure

1. The Company must announce to the SSC, HSX and disclose information of corporate governance structure as stipulated in the Law of Enterprises.
2. In case the corporate governance structure is changed, the Company must report to the SSC, HSX and disclose information in 24 hours of GMS' Resolutions.

### Article 25: Disclosure of information of corporate governance

1. The Company must make a disclosure of information about the situation of corporate governance at the GMS and in its Annual Report in accordance with the law on securities and securities market.
2. The Company is obliged to make a semi-annual report and report the situation of corporate governance to the SSC and HSX and discloses information in the Company Website in accordance with law.

### Article 26: Disclosure of information of the Executive Managers income

Salary of the Executive Managers must be showed in the specific item of the Company's Financial Statements and announced in the GMS simultaneously.

### Article 27: Responsibilities of Members of the Board of Directors, Board of Management, Internal Person and Related Parties to make reports and disclose information

In addition to the responsibilities as stipulated in Article 20 of this Code, Members of the BOD, BOM, Internal Person and Related Parties are responsible to report and disclose information as stipulated in Circular 155 about any transaction in the following circumstances:

1. Any transaction between the Company and a company in which such Member was a Founding Member or Member of the BOD and BOM for the last 3 years.
2. Any transaction between the Company and a company in which Related Parties of such Member is a Member of the BOD and BOM or a major shareholder.
3. Any transaction which may give material or non-material interests to such Member.

### Article 28: Execution of information disclosure

1. The Company must set up and issue the information disclosure guideline itself in accordance with law.
2. The Company must have at least 1 person in charge of information disclosure with the following rights and obligations:
  - a. Information must be disclosed in accordance with law and the Company Charter;
  - b. Name/phone of the person in charge of information disclosure must be disclosed for shareholder contact.

## CHAPTER 7: SUPERVISION OF AND DEALING WITH BREACHES

### Article 29: Supervision

The Company, individuals, related organizations and shareholders must be under supervision of the SSC, HSX and other relevant agencies in respect of corporate governance in accordance with law.

### Article 30: Dealing with breaches

The Company and related individuals breach of or fail to implement any provision of this Code shall be subject to an internal penalty, administrative penalty or shall be prosecuted for criminal liability in accordance with law.

## CHAPTER 8: AMENDMENT, SUPPLEMENT OF CORPORATE GOVERNANCE CODE

### Article 31: Amendment and supplement of Corporate Governance Code

1. Amendment and supplement of Code of Corporate Governance must be approved by the BOD.
2. In case there is any term and condition required by law not being mentioned in this Code, that term and condition must be applied to the Company instead.

## CHAPTER 9: IMPLEMENTATION

### Article 32: Implementation

Members of the BOD, Audit Committee, other Committees appointed by the BOD, BOM, shareholders and staff are required to follow this Code.

If there is any issue while implementing the Code, the person is required to written report to the BOD for any revision for the best practice.

**ON BEHALF OF THE BOD  
CHAIRMAN OF THE BOARD**

*(Signed and sealed)*

**BUI THANH NHON**