



NAM LONG

No: 35 /2016/NQ/HĐQT/NLG

NAM LONG INVESTMENT CORPORATION

6 Nguyen Khac Vien, Tan Phu Ward, District 7, Ho Chi Minh City, Vietnam
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Ho Chi Minh City, 11th November 2016

RESOLUTION OF THE BOARD

Re: Amendment of Corporate Governance Regulations

THE BOARD OF NAM LONG INVESTMENT CORPORATION

(Pursuant to Board's voting summary report dated 10th November 2016)

RESOLVES

Article 1: Approve full text of the amended Corporate Governance Regulations of Nam Long Investment Corporation, effective from 1st December 2016 (enclose full text of the Corporate Governance Regulations).

Article 2: Board Members, Board of Management, and relevant Divisions of the Company are responsible to implement this resolution.

Article 3: This resolution, made in Vietnamese and English, is effective from signing date.

Receivers:

- Board Members, IC Members;
- Board of Management;
- Filing at Board Office.

ON BEHALF OF THE BOARD
CHAIRMAN



NGUYEN XUAN QUANG

NAM LONG INVESTMENT CORPORATION



NAM LONG

**CORPORATE GOVERNANCE
REGULATIONS**

Ho Chi Minh City, 1st December 2016

TABLE OF CONTENTS

CHAPTER I	4
GENERAL PROVISIONS.....	4
Article 1. Meanings and applicable scope.....	4
Article 2. Interpretation of Terms	4
CHAPTER II.....	5
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....	5
Article 3. Time to arise the rights and obligations of shareholders	5
Article 4. Rights and responsibilities of Shareholders	5
Article 5. Company Charter	7
Article 6. Provisions on major shareholders.....	7
Article 7. Annual or extraordinary General Meeting of Shareholders	7
Article 8. Report of the Board of Directors at the General Meeting of Shareholders.....	9
Article 9. Report of the Inspection Committee at the General Meeting of Shareholders.....	9
Article 10. Annual Report.....	9
CHAPTER III.....	9
MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS.....	9
Article 11. Self - nominate and nominate candidates to the Board of Directors.....	9
Article 12. Status as a Member of the Board of Directors	10
Article 13. Members of the Board of Directors	11
Article 14. Responsibilities and Obligations of members of the Board of Directors	11
Article 15. The Board of Directors authorizes the chairman of the Board of Directors.....	12
Article 16. Responsibilities and duties of the Board of Directors	13
Article 17. Meetings of the Board of Directors.....	15
Article 18. Sub-Committees of the Board of Directors.....	15
Article 19. Board of Directors Office and Secretary to the Board	16
Article 20. Remuneration of the Board of Directors.....	17
CHAPTER IV	17
MEMBERS OF THE INSPECTION COMMITTEE AND THE INSPECTION COMMITTEE.....	17
Article 21. Status as members of the Inspection Committee.....	17
Article 22. Self - nominate and nominate candidates to the Inspection Committee	17
Article 23. Rights of members of the Inspection Committee to access information, and independence of members of the Inspection Committee	18
Article 24. Responsibilities and obligations of the Inspection Committee.....	18

Article 25. Remuneration of the Inspection Committee	19
CHAPTER V	19
CHIEF EXECUTIVE OFFICER	19
Article 26. Powers and duties	19
Article 27. Principle of relationship between the Board of Directors and Chief Executive Officer	21
Article 28. Right to reserve opinion of Chief Executive Officer	21
Article 29. Cancel decision of Chief Executive Officer	21
Article 30. Decision to excess of jurisdiction of Chief Executive Officer	21
Article 31. Responsibilities of Chief Executive Officer to prepare meetings' contents of the Board of Directors	22
Article 32. Assigning works to Chief Executive Officer	22
Article 33. Regular reports of Chief Executive Officer	22
CHAPTER VI	23
PREVENTION OF CONFLICT OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY	23
Article 34. Responsibility to be honest and to avoid conflicts of interests of members of the Board of Directors, , Inspection Committee, Chief Executive Officer and other managers	23
Article 35. Transactions with related persons	24
Article 36. Ensuring legitimate rights of stakeholders of the Company	24
CHAPTER VII	24
TRAINING ON CORPORATE GOVERNANCE	24
Article 37. Training on corporate governance	24
CHAPTER VIII	25
INFORMATION DISCLOSURE AND TRANSPARENCY	25
Article 38. Information disclosure to shareholders	25
Article 39. Regular information disclosure	25
Article 40. Disclosure of information on the management of the Company	25
Article 41. Disclosure information of major Shareholders	26
Article 42. Responsible to report and disclose information of members of the Board of Directors, member of the Inspection Committee, Chief Executive Officer	26
Article 43. Disclosure of information	27
CHAPTER IX	27
REGIMES ON REPORTING, SUPERVISION AND HANDLING VIOLATIONS	27
Article 44. Reporting	27
Article 45. Supervision	27
Article 46. Dealing with breaches	28

CHAPTER X.....	28
IMPLEMENTING PROVISIONS.....	28
Article 47. Amendment and supplementation to this Regulation	28
Article 48. Implementing provisions	28

CORPORATE GOVERNANCE REGULATION

(Issued in accordance with Board Resolution No 35/2016/NQ/HĐQT/NLG date 11 month 11 year 2016 of Nam Long Investment Corporation)

CHAPTER I

GENERAL PROVISIONS

Article 1. Meanings and applicable scope

This Corporate governance regulation is applied for Nam Long Investment Corporation when the Company is listed on Ho Chi Minh Stock Exchange. This regulation is built in accordance with the Law on Enterprises and Law on Securities; applied the best international practices of the corporate governance in accordance with Vietnam conditions.

This Regulation prescribes the fundamental principles on corporate governance to protecting the legitimate rights and interest of its shareholders, and to establishing standards for conduct, professional code of ethics of members of the Board of Directors, the Board of Directors, the Inspection Committee, and managers of Nam Long Investment Corporation.

This corporate governance regulations are presented on a basis that regulations stipulated in Company Charter and/or in prevailing laws shall not be re-stated herein and are implemented in accordance with Charter and/or prevailing laws. Several clauses from Charter are developed to more further details in this corporate governance regulations then such detail clauses herein are implemented.

Article 2. Interpretation of Terms

1. The following terms shall be construed as follows:
 - a) "Corporate governance" means a system of rules to ensure that the Company is operated and controlled effectively and for the interests of shareholders and related persons of the Company. Principles of the corporate governance are:
 - Ensuring an effective managerial structure;
 - Ensuring the protection of shareholder rights;
 - Ensuring fair and impartial treatment as between shareholders;
 - Ensuring roles of persons who have related interest with the Company;
 - Ensuring transparency during the Company's activities;

- The Board of Directors and the Inspection Committee lead and manage the Company effectively.
 - b) The "Company" means Nam Long Investment Corporation, business license No. 0301438936, granted by Department of Planning and Investment of Ho Chi Minh City, registered for the first time on 27th December 2005 and as amended from time to time, is approved for listing on Viet Nam Stock Exchange.
 - c) "Related person" means an individual or organization stipulated in Clause 17 Article 4 of the Law on Enterprises;
 - d) "Major Shareholder" is shareholder who owns directly or indirectly from 5% (five percentages) or more of voting shares of the Company. Indirectly ownership is owned through related person
 - e) "Non-executive independent BOD's member" is member of the Board of Directors stipulated in Article 2.3 of Circular 121/2012/TT-BTC.
2. In this Regulation, any references to one or other provisions or legal documents shall include all amendments to or replacing such provisions or documents.

CHAPTER II

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 3. Time to arise the rights and obligations of shareholders

1. Time to arise rights and obligations of shareholders shall be the time the securities depository account which is opened at a securities depository member shall be recorded credit balance of shares of Nam Long Investment Corporation. For undepository shares, rights and obligations of shareholders shall be arisen when name and information of shareholders are recorded in the Company registration book of shareholders.
2. The Company registration book of shareholders and list of shareholders shall be provided by securities depository is the only basis to determine qualification, rights and obligations of shareholders.

Article 4. Rights and responsibilities of Shareholders

1. Shareholders have all the rights stipulated in the Law on Enterprises, relevant laws, and the Company Charter, in particulars:
 - a. The right to freely transfer shares which have been paid for and recorded in the shareholders register, except for restrictions on transfer stipulated by law, the company Charter and the decision of the General Meeting of Shareholders;

- b. The right to be treated equally. Each share of the same type shall create the equal rights, obligations and benefits to shareholder. Where the company has preferred shares which the rights and obligations attached with the type of preferred shares shall be fully disclosed to shareholders and must be approved by the General Meeting of Shareholders;
 - c. The right to be fully notified of both periodical and ad hoc [extraordinary] information about the company's activities in public communication means and on the Company website;
 - d. The right and responsibilities to attend the General Meetings of Shareholders and to implement the right to vote directly or by authorized representatives or by distance voting as stipulated at Clause 1 Article 19 of Company Charter;
 - e. Priority right to buy new offered shares in proportion to ownership rate in the Company.
2. Shareholders are entitled to protect their legitimate rights. In case where a resolution of the General Meeting of Shareholders, or a resolution of the Board of Directors violates provisions of law, or fundamental legitimate rights of shareholders, shareholders have the right to request not to implement such a resolution in accordance with procedures stipulated in law. In case such resolution causes any damages to the Company, the Board of Directors, the Inspection Committee, the Board of General Directors must redeem to the Company. Shareholders have the right to claim the Company for any damages in accordance with procedures stipulated in law.
3. Shareholders are entitled to refuse the pre-emptive rights. This shall be clearly mentioned in a resolution of the General Meeting of Shareholders.
4. The Company is responsible for building up an effective corporate governance structure, and an effective communication channel with shareholders to ensure:
 - a. Shareholders exercise all rights in accordance with law and the Company Charter;
 - b. Shareholders are fairly treated.
 - c. Shareholders receive Company's official dispatches via electronic communication means such as email, fax...;
 - d. Shareholders are responsible for updating their shareholder certificate for non-depository shares at the Company;
 - e. Shareholders are responsible for information disclosure as required by laws, are fully responsible for information disclosed, and compensate for any consequences caused by related non-compliance;

- f. For depository shares, shareholders are responsible for updated changes on residence address, phone number, email address, etc at Vietnam Securities Depository in order to receive related official dispatches from the Company.

Article 5. Company Charter

1. The Company prepares the Company Charter applied to public companies, issued together with Circular No.121/2012/TT-BTC dated on 26th July 2012 by the Ministry of Finance in compliance with the Law on Enterprises and other related legal documents.
2. Pursuant to the change of law and performance of the Company activities, the Board of Directors shall be responsible to consider submitting to the General Meeting of Shareholders for the amendment and addition of the Charter within the reasonable time in order that the Charter shall comply with the laws.

Article 6. Provisions on major shareholders

1. The Board of Directors, Shareholder Relations, and Investor Relations shall maintain a regular communication between the Company and major shareholders according to updated shareholder list recorded from time to time.
2. Major shareholders shall not be permitted to exploit their advantages in order to cause harm to the rights and interests of the company and other shareholders.
3. Major shareholders are obliged to disclose information in accordance with law.

Article 7. Annual or extraordinary General Meeting of Shareholders

1. The Company shall regulate the order, procedure for convening and voting at the General Meeting of Shareholders, including
 - a. Notice of convening the general meeting of shareholders;
 - b. Method of registering for attending the general meeting of shareholders;
 - c. Method of voting;
 - d. Method of counting votes; in the case of sensitive matters or at the request of shareholders, a listed company shall appoint a neutral organization to collect and count votes;
 - e. Announcing voting results;
 - f. Method of opposing resolutions of the general meeting of shareholders;
 - g. Recording minutes of the general meeting of shareholders;
 - h. Taking minutes of the general meeting of shareholders;
 - i. Publishing resolutions of the general meeting of shareholders;
 - j. Other issues.

2. The Board of Directors shall properly arrange the agenda for the general meeting of shareholders and arrange a reasonable time for discussion and voting on each issue raised in the agenda.
3. Shareholders shall be entitled to participate in the general meeting of shareholders directly or indirectly via a proxy. Shareholders may authorize the Board of Directors or some other depository organization to be their representative at the general meeting of shareholders. If a depository organization is authorized to be a shareholder's representative, it must publish the contents of its voting authorization. A listed company shall guide shareholders on the procedures to authorize, and on preparation of a power of attorney.
4. Auditors or a representative of the auditing firm may be invited to attend the General Meeting of Shareholders to state their opinions on auditing issues at such meeting on the annual financial report if there is not any material qualified opinion. Auditors or a representative of the auditing firm must be invited to attend the General Meeting of Shareholders to state their opinions on auditing issues at such meeting on the annual financial report if there is material qualified opinion
5. In order to increase the efficiency of the General Meeting of Shareholders, the Company must do its best to apply the most advanced information technology so that shareholders may attend the General Meeting of Shareholders in the best manner including the instruction for distance voting and voting through online General Meeting of Shareholders.
6. The Company must convene the General Meeting of Shareholders annually. The annual meeting of the General Meeting of Shareholders must not be organized by collecting shareholders opinion in writing.
7. The Company shall stipulate in its Charter the principles, order and procedures for collecting shareholders opinions in writing so as to approve decisions of the general meeting of shareholders. The Board of Directors must submit and disclose the documents to the shareholders within a reasonable time for the consideration and voting and must sent at least ten (10) days before the expiration date of receiving opinion card.
8. The Board of Directors must disclose the final list of shareholders who are entitled to attend the General Meeting of Shareholders at least five (05) days prior the final closing date; additionally, shareholder list record must comply with Clause 2 Article 17 of the Company Charter.

Article 8. Report of the Board of Directors at the General Meeting of Shareholders

A report on activities of the Board of Directors submitted to the general meeting of shareholders must contain at least the following contents:

- Assessment of the company's activities during the fiscal year;
- Activities, remuneration and operating costs of the Board of Directors and each member of the Board;
- Summarized contents of meetings of and decisions of the Board of Directors;
- Result of supervision of the director or general director;
- Result of supervision of managers;
- Proposed plan for the future

Article 9. Report of the Inspection Committee at the General Meeting of Shareholders

Reports of the Inspection Committee submitted to the General Meeting of Shareholders must contain at least the following contents:

- Activities, remuneration and operating costs of the Inspection Committee and each member of the Board;
- Summarized contents of meetings of and decisions of the Inspection Committee;
- Results of supervision of activities and financial status of the Company;
- The supervision results of the members of the Board of Directors, the members of the Board of General Directors, and managers;
- The report of assessment of the coordination between the Inspection Committee, the Board of Directors, the Board of General Directors, and shareholders.

Article 10. Annual Report

The Board of Management shall lead and be responsible for preparation of annual report as required by law for listing companies, and submit Board Office for review before making public information disclosure.

CHAPTER III

MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS

Article 11. Self - nominate and nominate candidates to the Board of Directors

1. Information relating to candidates to the Board of Directors (where such candidates have been identified in advance) shall be announced at ten (10) days before the date of convening the General Meeting of Shareholders on the website of the Company so that

shareholders may learn about such candidates before vote. Announced information relevant to the candidates include at least as below:

- Full name, date of birth;
 - Qualification;
 - Working experience;
 - Name of the Company which the candidates are the member of the Board of Directors and other management positions;
 - Benefits related to the Company (if any);
 - Other information (if any).
2. Candidates of the Board of Directors must commit in writing to the truthfulness, accuracy and reasonableness of personal information announced and must commit to implementing their duties as member of the Board of Directors in honest method if elected.
 3. The shareholder with voting rights for a consecutive period of at least six (6) months prior to the time of closing the final list of shareholders who will attend the meeting may collect votes in order to nominate candidates to the Board of Directors. The nomination of the candidates which the shareholders collect votes must pursue to the law and the charter of the Company.
 4. If the number of candidates who are nominated and who stand for election is still insufficient, nomination process shall be conducted as stipulated at Clause 3 Article 24 of the Company Charter.
 5. The Company shall regulate and give detailed instruction to shareholders on voting on membership of the Board of Directors by the method of cumulative voting.

Article 12. Status as a Member of the Board of Directors

1. Members of the Board of Directors are those who are not prohibited to be the members of the Board of Directors by law and the Company Charter. Members of the Board of Directors may not be a shareholder of the Company but must have qualification and experience to manage main business activities of the Company and meet the required conditions stipulated the Company Charter and internal regulations but such conditions must not violate the fundamental rights of shareholders.
2. To ensure the separation between the supervisory and managerial role, the Company should limit the number of members of the Board of Directors who may concurrently hold other position in the managerial apparatus of the Company.
3. Members of the Board of Directors are not permitted to be concurrently hold members of the Board of Directors position of more than five companies, unless are the members of

the Board of Directors of the companies in the same group or the companies operated under the corporate-group, including parent company - subsidiary.

4. Chairman of the Board of Directors shall not concurrently hold the position of the Chief Executive Officer, except where there is an approval of the annual General Meeting of Shareholders

Article 13. Members of the Board of Directors

1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members. The term of the Board of Directors shall be five (5) years. The term of a member of the Board of Directors shall not exceed five (5) years and shall align with the term of the Board of Directors.
2. Members of the Board of Directors may be re-elected for an unlimited number of terms. The total number of non – executive independent members of the Board of Directors must be least one-third of the total number of the members of the Board of Directors. The minimum number of non-executive independent members of the Board of Directors shall be defined by rounding down method. If a member loses membership status pursuant to law and the company Charter, is dismissed or cannot continue to be a member for some reason, the Board of Directors may appoint another person as a replacement. In this case, the replacing member of the Board of Directors must be voted for and approved at the next general meeting of shareholders

Article 14. Responsibilities and Obligations of members of the Board of Directors

1. Members of the Board of Directors must fully comply the responsibilities and obligations in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors are responsible to implement their duties in an honest and diligent method in the best interests of shareholders and the Company.
3. Members of the Board of Directors must attend all meetings of the Board of Directors and state their clear opinions on issues raised for discussion.
4. Members of the Board of Directors shall disclose to the company any remuneration they received from subsidiaries, associated companies and other organizations that they are representative of the Company's contributed capital.
5. When selling or purchasing shares of the company, members of the Board of Directors and related persons must report to the State Securities Commission, Stock Exchange and disclose information about such purchase and sale in accordance with law.
6. The Company may subscribe professional liability insurance for members of the Board of Directors after obtaining approval of the General Meeting of Shareholders. However

such liability insurance shall not include insurance of the liability of members of the Board of Directors for breach of law and the company Charter.

Article 15. The Board of Directors authorizes the chairman of the Board of Directors

The Board of Directors shall authorize the chairman of the Board of Directors to decide the following issues (in case such issues are related to chairman, vice chairman shall decide in accordance with principles stated hereafter):

1. To decide planning, budget, feasibility study, contract for normal transactions of the Company or of subsidiaries, joint ventures, business cooperation contract (BCC) with value less than or equal to 2% ($\leq 2\%$) of total assets of the Company or subsidiaries, joint ventures, BCC, as stated at consolidated financial statement of the previous adjacent fiscal year; decide for normal transactions with value more than 2% ($> 2\%$); and less than or equal to 4% ($\leq 4\%$) of total assets after related Board committee review. (Within above authorization scope, for the transactions at subsidiaries, joint ventures, business cooperation contract (BCC), Chairman decides as proposed by capital representative. After Chairman decides, the capital representative shall vote at the Board of above-mentioned companies.)
2. To decide planning, budget, feasibility study, contract for transactions with related parties of the Company (stipulated in Clause 17 Article 4 of the Law on Enterprises) with value less than or equal to 2% ($\leq 2\%$) of total assets of the Company as stated at consolidated financial statement of the previous adjacent fiscal year; decide related party transactions with value more than 2% ($> 2\%$); and less than or equal to 4% ($\leq 4\%$) of total assets after related Board committee review; in case such transactions are related to chairman, vice chairman shall decide in accordance with principles stated herein.
3. To decide for investment in or divestment from companies/projects that the Company invests capital in (such as subsidiaries, joint ventures, BCC, etc.) with value less than or equal 2% ($\leq 2\%$) of total assets of the Company as stated at consolidated financial statement of the previous adjacent fiscal year and decide legal issues related to the investment or divestment. In case such transactions are related to chairman, vice chairman shall decide after Investment committee review.
4. To sign financial and commercial contracts on behalf of the Company in accordance with the delegation of authority approved by the Board of Directors;
5. To appoint capital representatives at companies/projects that the Company invests capital in (such as subsidiaries, joint ventures, BCC, etc.) after Human Resources and External Relations committee review.

6. To approve the appointment and dismissal of Human Resources Director and Chief Investment Officer after Human Resources and External Relations committee (Chief Executive Officer submits chairman for approval before signing appointment or dismissal decisions).
7. To appoint and dismiss the Company commercial representative and attorney who are authorized by the Company;
8. To appoint and dismiss Chief of Board of Directors Office;
9. To appoint (one or more) Secretary to the Board;
10. And other rights pursuant to the authorization from by the Board of Directors from time to time;
11. Except for the apointment of Chief of Board of Directors and Secretary to the Board, other authorized matters as mentioned above are proposed by the Board of Management. Chairman or Vice chairman decide such authorized matters in accordance with Company Charter, operation charter of Board sub-committees, annual and 3-year Business Plan, and related submission approval processes.

Article 16. Responsibilities and duties of the Board of Directors

1. The Board of Directors must fully comply with responsibilities and obligations in accordance with Law on Enterprises and relevant legal documents.
2. The Board of Directors shall be accountable to shareholders for the company's activities.
3. The Board of Directors shall be responsible for ensuring the Company activities in compliance with provisions of law and the Company Charter, and fair treatment of shareholders and interest of related persons of the Company.
4. The Board of Directors builds up rules on order and procedures for self-nomination, nomination, election and dismiss members of the Board of Directors; procedures and formalities to convene meetings of the Board of Directors including the following particulars:
 - a. Order and procedures for self-nomination, nomination, dismiss and removal members of the Board of Directors:
 - Criteria for members of the Board of Directors;
 - Method to self-nominate and nominate candidates to the Board of Directors by groups of shareholders that meet criteria for nomination in accordance with provisions of law and the Company Charter;
 - Method to elect members of the Board of Directors;
 - Dismiss or remove members of the Board of Directors;
 - Notice on election, dismissal, discharge of duty with regard to members of the Board of Directors.

- b. Order and procedures for organizing meetings of the Board of Directors:
 - Notice on meetings of the Board of Directors (including meeting schedule, timing, venue, related documents, and voting cards for members of the Board of Directors who cannot attend the meeting);
 - Conditions to convene a meeting of the Board of Directors;
 - Voting methods;
 - Method to pass a resolution of the Board of Directors;
 - Prepare minutes of the meeting of the Board of Directors;
 - Pass the minutes of the meeting of the Board of Directors;
 - Announcement of the resolution passed by the Board of Directors.
- 5. The Board of Directors shall plan and formulate provisions on the order and procedure for selecting, appointing, dismissing managers, functional directors and the orders and procedures for coordination of activities between the Board of Directors, the Board of General Directors and the Inspection Committee including the following particulars:
 - a. Order and Procedures for selecting, appointing and dismissing managers, functional directors;
 - Standards for selecting, appointing and dismissing managers, functional directors;
 - Appointment of managers and functional directors ;
 - Signing employment contracts with managers, functional directors;
 - Cases for dismiss managers, functional directors;
 - Announcement of appointment, dismissal managers, functional directors.
 - b. Order and procedures for coordination of activities between the Board of Directors, the Board of General Directors and the Inspection Committee:
 - Procedures, formalities for convening meetings, notice of meetings, preparing minutes of meetings, announcement of results of the meetings attended by the Board of Directors, the Board of General Directors and the Inspection Committee.
 - Notice of resolution of the Board of Directors to the Board of General Directors and the Inspection Committee.
 - Cases where the Chief Executive Officer and majority of members of the Inspection Committee request the convening a meeting of the Board of Directors and issues need approval from the Board of Directors;
 - Reports of the Board of General Directors on the performance of assigned duties and powers to the Board of Directors.
 - Review the implementation of resolutions and other authorized issues of the Board of Directors to the Board of General Directors.

- Issues that the Board of General Directors must report, provide information and method of giving notice to the Board of Directors and the Inspection Committee.
 - Coordination with regard to supervision, management, control activities among members of the Board of Directors, members of the Inspection Committee, and members of the Board of General Directors in accordance with detailed duties of such members.
- c. Review and approval process for Board submissions from Board of Management is enclosed for implementation. Board of Management are responsible for compliance with this process for the interaction with the Board.
6. The Board of Directors shall be responsible to formulate a mechanism for assessing activities of, and for rewarding and disciplining members of the Board of Directors, of the Inspection Committee and of the board of General Directors and other managers.
 7. The Board of Directors shall be responsible for preparing the report and providing it to the general meeting of shareholders as stipulated in article 8 of these Regulations

Article 17. Meetings of the Board of Directors

1. The Board of Directors shall convene a meeting in accordance with the order and procedures stipulated in the Company Charter. A meeting, its agenda and relevant documents shall be notified in advance to members of the Board of Directors within the time-limit stipulated by law and the company Charter.
2. Minutes of meetings of the Board of Directors must be prepared in detail and clearly. Secretary and members of the Board of Directors who attend the meeting must sign the minutes. The minutes of meetings of the Board of Directors must be filed in accordance with provisions of law and the Company Charter.
3. Authority and procedures for collecting written opinions of the Board of Directors members are stipulated at Clause 16 Article 28 of the Company Charter.

Article 18. Sub-Committees of the Board of Directors

1. The Board of Directors may set up sub-committees to assist thier operations, including Investment committee, Audit committee, Human Resources and External Relations committee, and other special sub-committees.
2. The Audit committee must have at least one member who specializes in accounting and who is not a person working in the accounting/financial department of the company. Internal Audit Department belongs to Audit committee, assists and directly reports to Audit committee.

3. The Board of Directors shall provide detailed rules on establishment of sub-committees, and on the rights and responsibility of sub-committees and of each member of a sub-committee.
4. Board sub-committees operate in accordance with respective operation charters of each committee effective from time to time or under direction of the Board.
5. Function and personnel chart of sub-committees is enclosed to this corporate governance regulations (enclosed chart).
6. The authority of sub-committees are authorized by the Board of Directors from time to time.

Article 19. Board of Directors Office and Secretary to the Board

1. In order to assist the company's corporate governance to be exercised effectively, the Board of Directors authorizes chairman to set up Board of Directors Office.
2. Board of Directors Office includes chairman, vice chairman, chief of Board of Directors Office, secretary to the Board, and corporate lawyer. Function and personnel chart of the Board of Directors, Board of Directors Office, and support functions is enclosed to this corporate governance regulations (enclosed chart).
3. Chairman appoints at least one secretary to the Board. Secretary to the Board must have legal background. Secretary to the Board must not concurrently work for the auditing company that is auditing the Company. In case there are more than one secretary to the Board, a board of secretary of the Board shall be formalized.
4. Roles, duties, function, and authority of Secretary to the Board include but not limited to:
 - Preparing the meetings of the Board of Directors, of the Inspection Committee and of the General Meeting of Shareholders in accordance with request from the chairman of the Board of Directors or Inspection Committee;
 - Providing advice on procedures for meetings;
 - Attending an preparing minutes of meetings;
 - Ensuring resolution of the Board of Directors in compliance with law;
 - Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board and the Inspection Committee.
 - Filing meeting minutes, resolutions, decisions, and related documentation of the Board, of Inspection committee, and of General Shareholders Meeting;
 - Protecting shareholders rights;
 - Ensuring the design, compliance, and regular review of corporate governance policies and practices of the Company;

- Ensuring the Company discloses material information in a timely, accurate, and transparent manner;
 - Providing information for newly appointed Board members in order to support them to exercise their roles effectively;
5. Secretary to the Board shall be in charge of information disclosure.
 6. Secretary to the Board shall be responsible to keep information confidential in accordance with law and this Charter.

Article 20. Remuneration of the Board of Directors

1. Remuneration of the Board of Directors shall be approved annually by the General Meeting of Shareholders and shall be specifically announced to shareholders.
2. If a member of the Board of Directors concurrently holds the position in the executive apparatus of the Company and its subsidiaries, remuneration must be disclosed and shall comprise the salary and bonus of the executive position and other remunerations.
3. Remuneration, other benefits as well as other expenses that the Company has already paid to members of the Board of Directors shall be specifically announced in the annual report of the Company.

CHAPTER IV

MEMBERS OF THE INSPECTION COMMITTEE AND THE INSPECTION COMMITTEE

Article 21. Status as members of the Inspection Committee

1. A person prohibited by law and by the company Charter from being a member of the Inspection Committee must not be a member of the Inspection Committee. A member of the Inspection Committee must have specialized qualifications and experience, and it shall not be necessary for a member of the Inspection Committee to also be a shareholder of the company.
2. The head of the Inspection Committee must have specialized accounting qualifications and must not work in the accounting/financial department and must not be the financial director of the company.

Article 22. Self - nominate and nominate candidates to the Inspection Committee

The composition of Inspection Committee is as stipulated at Clause 1 Article 33 of the Company Charter.

Article 23. Rights of members of the Inspection Committee to access information, and independence of members of the Inspection Committee

1. Members of the Inspection Committee shall be entitled to access all information and documents relating to the company's activities. Members of the Board of Directors, the general director and managers must provide information at the request of members of the Inspection Committee. Such requirements have to be in writing and sent to the Company prior at least seven (07) working days
2. The Company shall formulate a mechanism to ensure that members of the Inspection Committee are independent in their activities, and implement their duties in accordance with law and the company Charter.
3. Audit committee co-operates and supports Inspection Committee in reviewing compliance on execution of General Shareholders Meeting's resolutions.

Article 24. Responsibilities and obligations of the Inspection Committee

1. Responsibilities and obligations of Inspection Committee are as stipulated at prevailing laws, Clause 1 Article 34 of the Company Charter, and operation charter of Inspection Committee.
2. Inspection Committee is responsible to the shareholders for their supervision activities. Inspection Committee is responsible for supervising finance position of the Company, legal compliance in operations of Board of Directors, Board of Management, and managers; the co-operation between Inspection Committee and Board of Directors, between Board of Management and shareholders; and other responsibilities as required by laws and Company charter in order to protect legitimate rights of the Company and its shareholders.
3. The Inspection Committee must meet at least twice a year, the minimum number of members attending the meetings must be two third of the members of the Inspection Committee. Minutes of meeting of the Inspection Committee must be prepared in detail and clearly. The company secretary and members of the Control Committee attending the meetings must sign in the minutes. Minutes of meetings of the Control Committee must be archived as important documents of the Company in order to identify responsibilities of each member of the Inspection Committee to resolutions passed by the Inspection Committee.
4. During the meetings of the Inspection Committee, the Inspection Committee shall have the right to request members of the Board of Directors, member of the Board of General Directors, the internal auditor and the independent auditor to attend and respond to arising matters concerned by the Inspection Committee.

5. Where the Inspection Committee finds out activities that is violated the law or the Company Charter by members of the Board of Directors, Chief Executive Officer and other managers. Inspection Committee must notify in writing to the Board of Directors within forty-eight (48) hours, request the violator stop the violations and give the remedial solutions. After a period of seven (07) days from the date of the notification referred above, if the violator does not stop the violations and give any remedial solutions, the Inspection Committee shall report directly to the State Securities Commission on this issue.
6. The Inspection Committee shall have the right to select and suggest the General Meeting of Shareholders to appoint an independent auditing firm to audit financial statements of the Company.
7. The Inspection Committee shall be responsible to report at the General Meeting of Shareholders pursuant to Article 9 of this Regulation.

Article 25. Remuneration of the Inspection Committee

Every year members of the Control Committee are entitled to payment of remuneration according to their work. Remuneration of the Inspection Committee must be approved by the General Meeting of Shareholders. The total amount of annual remuneration, other benefits and costs paid by the Company to each member of the Inspection Committee shall be disclosed in the annual report and the shareholders of the Company.

CHAPTER V

CHIEF EXECUTIVE OFFICER

Article 26. Powers and duties

Powers and responsibilities of Chief Executive Officer are as stipulated in the Company Charter, job description for Chief Executive Officer and in Charter of Authority between the Board/Chairman and Chief Executive Officer as per approval of the Board from time to time. However; in any cases, Chief Executive Officer shall have the following main powers and responsibilities:

1. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, the Company business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders;
2. Within the scope of execution of above resolutions, Chief Executive Officer shall have the power to decide all matters of his/her authority without a resolution of the Board of Directors , including on behalf of the Company sign financial and commercial contracts in accordance with the delegation of authority approved by the Board of Directors,

- organize and manage the Company daily business activities pursuant to the best management practices;
3. To recommend number and type of managers that the company need to hire for the Board of Directors to appoint or dismiss in order to apply the good operational and management structure proposed by the Board of Directors, and advice the Board of Directors to decide the remuneration, benefits and other terms of employment contracts of managers;
 4. To appoint functional managers (except for Chief Financial Officer). To submit to chairman for approval before appointing Human Resources Director and Investment Director. Chief Executive Officer shall be responsible to inform to the Board of Directors on the appointment of such managers;
 5. To submit to the Board of Directors on an annual basis for approval of the number of employees, wages, allowances and benefits, the appointment, dismissal and other terms related to their employment contracts; to design and execute employee succession plan;
 6. To propose the dividend payment or settlement of losses in business;
 7. Chief Executive Officer must submit to the Board of Directors no later than 31st December each year detailed business plans for the next financial year based on the requirements of the Board of Directors as well as three-five year financial plan;
 8. To execute the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
 9. To propose methods to improve the Company operational and management activities;
 10. To prepare long term plans, annual and monthly of the Company (hereinafter called the Plan) for long-term management activities, annual and monthly in accordance with the Company business plan. The annual Plan (including forecasted balance sheet, income statement and cash flow) for each fiscal year shall be presented to the Board of Directors for approval;
 11. To execute all other activities stipulated in the provisions of the Company Charter and regulations, resolutions of the Board of Directors, employment contracts of Chief Executive Officer and law;
 12. The Chief Executive Officer who wants to resign must submit an application to the Board of Directors. The Application must be submitted at least 60 days before the expected resignation date. Within 45 days after receiving the application, the Board must have a meeting for consideration and decision. Where the Chief Executive Directors is naturally lost the status, the Board of Directors must immediately appoint a person to undertake the job of Chief Executive Officer. Within 60 days after the date the Chief Executive Officer is naturally lost the status, the Board of Directors must find a replacement and appoint a new Chief Executive Officer.

Article 27. Principle of relationship between the Board of Directors and Chief Executive Officer

1. Within the scope of execution Board's resolutions and decisions, Chief of Executive Officer has full accountability and has the highest authority to decide all daily management activities of the Company.
2. The Board of Directors shall not interfere in the daily management activities of Chief Executive Officer. However, the Board of Directors deserves the rights to supervise and request for information; Chief Executive Officer has the obligations to comply and provide information to the Board in a timely manner.

Article 28. Right to reserve opinion of Chief Executive Officer

Chief Executive Officer has a right to reserve opinions about the objection decision of the General Meeting of Shareholders or the Board of Directors, but must still implement resolutions of the General Meeting of Shareholders or the Board of Directors and will be exempt liability where implementation the decisions caused damage to the Company

Article 29. Cancel decision of Chief Executive Officer

1. The Board of Directors or the chairman of the Board of Directors may make decision in writing to suspend or cancel the decision of Chief Executive Officer if they may prove such decision violated the law, the Company Charter, Corporate Governance regulations, operation charter of sub-committees, charters of authority, resolutions of the General Meeting of Shareholders, decision of the Board of Directors or seriously affects the interests of the Company's shareholders. Decision to suspend must be sent immediately to the Head of the Inspection Committee for making decision.
2. Chief Executive Officer may request to convene the meeting of the Board of Directors to reconsider suspending and cancelling decision.
3. The decision maker must be responsible to the company if suspending decision cause damage to the Company.

Article 30. Decision to excess of jurisdiction of Chief Executive Officer

1. Chief Executive Officer may decide to excess of jurisdiction in cases of force majeure (natural disasters, wars, fires ...) to limit damage caused to the Company, but must be self – responsible for such decisions.
2. Chief Executive Officer shall report immediately to the Board of Directors and the Inspection Committee after making decision stipulated in Clause 1 Article 29 of this Regulation.

Article 31. Responsibilities of Chief Executive Officer to prepare meetings' contents of the Board of Directors

Chief Executive Officer shall prepare matters that shall be discussed and decided at the meeting of the General Meeting of Shareholders, meeting of the Board of Directors and/or Board sub-committees within the authority or the assignment of the chairman of the Board of Directors.

Article 32. Assigning works to Chief Executive Officer

Within authority scope of chairman, chairman deserves the right to assign work for Chief Executive Officer. Chief Executive Officer can authorize/delegate his subordinates to work directly with chairman subject to the prior consent of chairman.

Article 33. Regular reports of Chief Executive Officer

On a monthly/quarterly/annual basis, Chief Executive Officer shall send management reports as well as action plan for next reporting period to the Board of Directors. Type of reports and reporting schedule are regulated as follows:

1. Monthly report (report on the 10th day of following month):
 - Sales report;
 - Finance & accounting reports (including revenue report, P&L, and cash flow).
2. Quarterly report (report on the 15th day of following quarter):
 - Project report;
 - Investment report;
 - HR and Admin report;
 - Finance & accounting reports (including balance sheet, revenue report, income statement, and cash flow).
3. Financial statements for disclosure in stock exchange as required by law:
 - Including: quarter report, six-month reviewed report, audited year-end report, or other reports as and when required;
 - Disclosure timeline: as required by law from time to time;
 - Report shall be sent to the Board of Directors for review before the Company makes information disclosure;
 - Timeline to report to the Board of Directors: at least 5 days prior to disclosure date or as per request of the Board from time to time.

For meetings to prepare and submit proposals the Board of Directors, Chief Executive Officer deserves the rights to invite related members of Board sub-committees or independent Board members in order to coordinate, prepare agendas. These Board

members can contribute their suggestions and such comments shall be recorded in meeting minutes.

CHAPTER VI

PREVENTION OF CONFLICT OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY

Article 34. Responsibility to be honest and to avoid conflicts of interests of members of the Board of Directors, , Inspection Committee, Chief Executive Officer and other managers

1. Members of the Board of Directors, Inspection Committee, Chief Executive Officer and other Managers must declare the benefits related to the Law on Enterprises, and related legal documents.
2. Members of the Board of Directors, Chief Executive Officer and other managers shall notify to the Board of Directors any transactions between Company, subsidiaries, other Companies that the Company hold control on such members or person related to such members in accordance with law. The Company must disclose the resolution of General Meeting of Shareholders that approve the above transactions within twenty four (24) hours on website of the Company and report to the State Securities Commission/Stock Exchange.
3. Members of the Board of Directors shall not be permitted to vote for transactions in which such members or their families are involved, including the transactions which material or non- material interests of such members have not be identified. These transactions must be disclosed in the annual report.
4. The Company shall have performance assessment, reward, and discipline for Board of Directors, Inspection committee, Board of Management and related functional directors with following key matters:
 - Design and agree on assessment criteria;
 - Design reward and discipline system;
 - Set up personnel in charge of assessment, reward, and discipline; and
 - Execution

Human Resources and External Relations committee shall be responsible to design assessment criteria, detail assessment plan, and conduct assessment as above-mentioned.

Article 35. Transactions with related persons

1. When conducting transactions with related persons, the Company must sign a written contract on the basis of fairness and voluntary action. Contents of the contract must be clear and specific and disclose when requested by shareholders.
2. The Company shall apply necessary measure to prevent related persons from interfering in the company's activities and cause loss to Company's interests by controlling, selling and purchasing of the Company's products channel or rigging price
3. The Company shall apply necessary measures to prevent shareholders and related persons from carrying out transactions which may cause a loss of capital, assets or other resources of the company. The company shall not provide loans or guarantee for shareholders and related persons.

Article 36. Ensuring legitimate rights of stakeholders of the Company

1. The Company must respect legitimate rights of related parties of the Company including bankers, creditors, employees, customers, suppliers, the public, and other related stakeholders of the Company.
2. The Company need to cooperate actively with stakeholders of the Company through:
 - a. Providing sufficient necessary information to banks and creditors so that they can assess activities and the financial status of the company and make a decision;
 - b. Encouraging stakeholders or entities to raise opinions on the status of business activities and the financial status and on important decisions which pertain to their interests by direct contact with the Board of Directors, the board of General directors and the Inspection Committee
3. The Company must comply with the regulation of labor be responsibility for interests of community.

CHAPTER VII

TRAINING ON CORPORATE GOVERNANCE

Article 37. Training on corporate governance

The Company shall enhance members of the Board of Directors and the Inspection Committee, Chief executive Officer; Deputy Chief Executive Officer and others attending basic training programs on corporate governance in accordance with the required development of the Company and the guidance of the state management authority at the training facilities recognized by the State Securities Commission.

CHAPTER VIII
INFORMATION DISCLOSURE AND TRANSPARENCY

Article 38. Information disclosure to shareholders

1. Company information is provided to shareholders through one of the following channels:
 - The official website of the company: <http://www.namlongvn.com>
 - Information is officially reported and published in accordance with the law on reporting, information disclosure of listed companies;
 - Press release of the Company;
 - Spokesman of the legal representative of the Company, or person is authorized to disclose information; and
 - Reports, other documents are officially issued to shareholders or the public.
2. Company shall facilitate the shareholders and public are able to receive official information from the company quickly and accurately.

Article 39. Regular information disclosure

1. The Company is obliged to disclose fully, accurately and timely information about regular and irregular situation of production and business activities, financial and management situation of the company to shareholders and to the public. Information and forms of disclosure of information shall be implemented in accordance with provisions of law and the Company Charter. In addition, the Company must publish other information in full and in a timely manner if such information may affect the price of shares and investment decision of shareholders and investors.
2. The disclosure of information shall be conducted by the methods that would ensure shareholders and investors can access to information in a fair and concurrent manner. Languages in the announcement must be clear, not causing misunderstanding to shareholders and investors.

Article 40. Disclosure of information on the management of the Company

1. The Company must disclose information on the management situation of the Company at the annual the General Meeting of Shareholders, in the company annual reports, at least must include the following information:
 - a. Members and structure of the Board of Directors and the Inspection Committee;
 - b. Activities of the Board of Directors and the Inspection Committee;
 - c. Activities of independent and non-executive members of the Board of Directors;
 - d. Activities of sub-committees of the Board of Directors;
 - e. Plans for improving effectiveness in management of the Company;

- f. Remuneration and expenses for members of the Board of Directors, members of the Board of General Directors, and the Inspection Committee;
 - g. Information on trading shares of the Company of members of the Board of Directors, members of the Board of General Directors, and the Inspection Committee, major shareholders, and related persons of such members;
 - h. Numbers of members of the Board of Directors, members of the Board of General Directors, and the Control Committee who attend the training on Corporate governance;
 - i. Matters that have not been implemented as stipulated in the regulation, reasons and solutions.
2. The Company shall be obliged to report on 06 months basis and to disclose information on corporate governance status in accordance with Securities law and the Stock Market.

Article 41. Disclosure information of major Shareholders

1. The Company shall be responsible to periodically disclose information of each major shareholder, including the following particulars:
 - a. Name, date of birth (individual shareholders);
 - b. Contact address;
 - c. Occupation (individual shareholders), business lines (institutional shareholders);
 - d. Numbers and percentage of shares owned in the Company;
 - e. Changes in ownership of major shareholders;
 - f. Information which may lead to major change of Company's shareholders;
 - g. Status of the increase, decrease of shares, pledge, mortgage of shares of major shareholders of the Company.
2. The company shall be obliged to report on a quarterly and annual basis and to announce information about the status of fluctuation in ownership by major shareholders in accordance with regulations of the State Securities Commission to the State Securities Commission and to the Stock Exchange.

Article 42. Responsible to report and disclose information of members of the Board of Directors, member of the Inspection Committee, Chief Executive Officer

In addition to the responsibilities specified in Article 33 of this Regulation, Member Board of Directors, member of the Inspection Committee, Chief Executive Officer are responsible to report and disclose the information of the transaction in the following cases:

1. Transactions between the Company and the Company that the above members are the founding member or the members of the Board of Directors, Chief Executive Officer for a period of three (03) years ago.

2. Transactions between the Company and the Company in which the relevance of the above members are members of the Board of Directors, Chief Executive Officer or major shareholder.
3. The transaction can bring material or non-material benefits to such above members

Article 43. Disclosure of information

1. The Company shall organize to disclose information, including the following particulars:
 - a. Formulating and promulgating rules on announcing information as stipulated in the Law on Securities and its guiding documents;
 - b. Appointing at least one staff member in charge of announcing information.
2. The person in charge of information disclosure shall be Secretary to the Board or another in-charge manager. Information disclosure shall be conducted after approval of Company legal representative or the authorized person.
3. The staff member in charge of disclosing information must:
 - a. Have knowledge of accounting and finance and have specified computer skills;
 - b. Publish his or her name and telephone number so that shareholders may readily contact him or her;
 - c. Have sufficient time to implement his or her duties, especially contacting shareholders, receiving shareholders opinions, periodically publicly answering shareholders opinions and matters relating to corporate management as stipulated in regulations;
 - d. Be responsible for announcing information of the company to the investing public in accordance with law and the company Charter.

CHAPTER IX

REGIMES ON REPORTING, SUPERVISION AND HANDLING VIOLATIONS

Article 44. Reporting

The Company shall be obliged to report on an annual basis and to announce information about its corporate governance compliance in accordance with these Regulations to the State Securities Commission, to the Stock Exchange, and to other relevant bodies as stipulated by law.

Article 45. Supervision

The Company, related individuals, institutions and shareholders of the Company shall be subject to corporate governance supervision by the State Securities Commission, the Stock Exchange, and by other relevant bodies as stipulated by law.

Article 46. Dealing with breaches

If the company, organization, related persons breach or fails to implement the provisions of these Regulations will be subject to an penalty as stipulated by the law. Functional directors level and above shall be disciplined as follows should there be any failure of compliance, depending on the frequency of non-compliance and relevant prevailing laws:

1. 1st non-compliance: reminder notice/letter
2. 2nd non-compliance: warning letter
3. 3rd non-compliance: discipline decision
4. 4th non-compliance: labor contract termination decision

(For extra-ordinary cases, depending on the severance of non-compliance, Discipline Council of the Company shall apply appropriate disciplinary actions to ensure the Company's best interest.)

CHAPTER X

IMPLEMENTING PROVISIONS

Article 47. Amendment and supplementation to this Regulation

1. Any addition and amendment of this Regulation must be decided by the Board of Directors.
2. Where any regulations of law relating to the operation of the Company have not been mentioned in this Regulation or where new Regulations of law are different from the content of this Regulation, such regulations of law shall automatically apply to, and adjust.

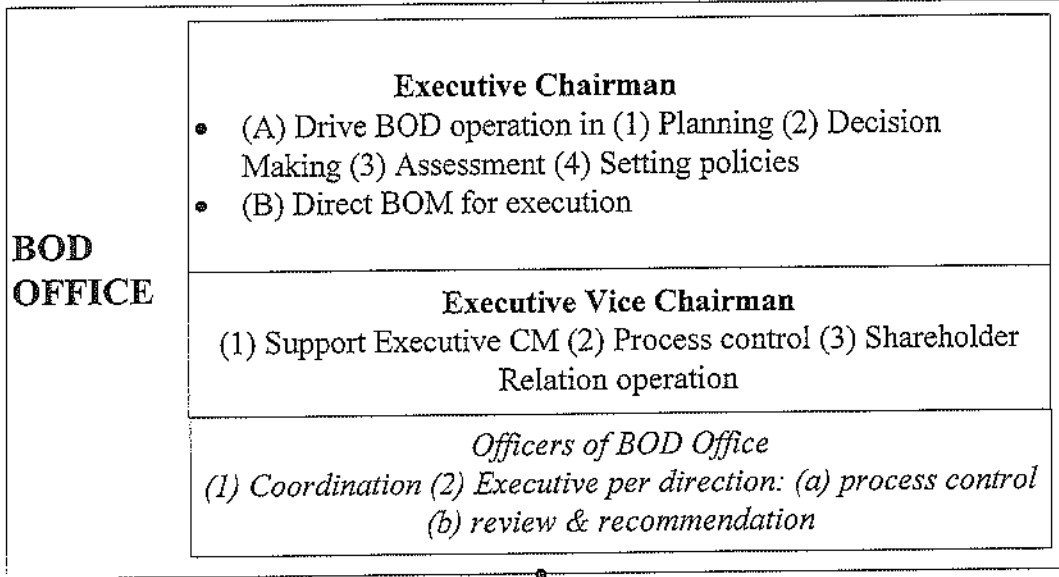
Article 48. Implementing provisions

1. This Regulation comprises X Chapters and forty eight (48) articles, and was passed by the Board of Directors of Nam Long Investment Corporation on date ~~11~~ month ~~11~~ year 2016, effective for implementation from **date 1 month 12 year 2016**, and approves the validity of the full text of this Regulation.
2. This Regulation shall be the sole and official Regulation of the Company and replaces the corporate governance regulations issued on date 31st May 2013.
3. Copies or extracts of the Regulation of the Company shall be valid when they bear the signature of the chairman of the Board of Directors or the signatures of at least three fifth of the total number of members of the Board of Directors.

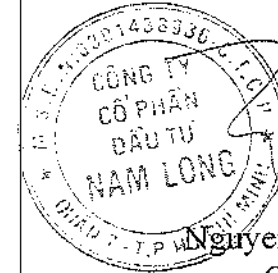
ENCLOSED DOCUMENTATIONS:

1. Operation and personnel allocation chart of the Board of Directors, Board of Directors Office, and Board sub-committees
2. Review and approval process for Board submissions

BOARD OF DIRECTORS

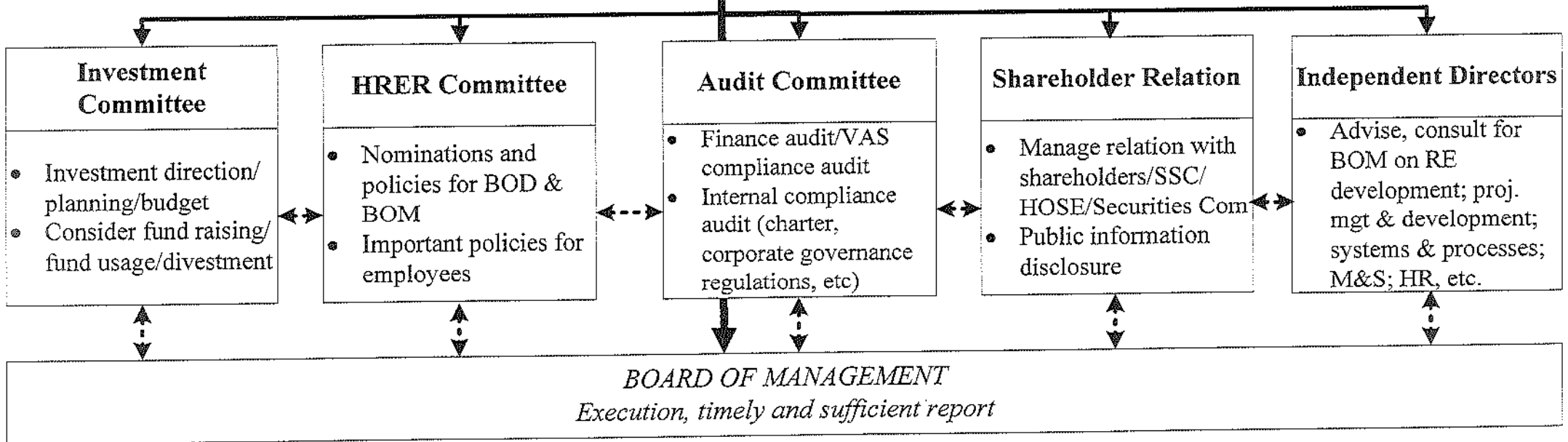


Updated on 13/6/2016



Nguyen Xuan Quang
Chairman

BOARD ROLES/BOARD SUB-COMMITTEES STRUCTURE



Notes: → Direct report
↔ Coordination

BOARD OF DIRECTORS

**BOARD ROLES/
BOARD SUB-
COMMITTEES
STRUCTURE**

**BOD
Office**

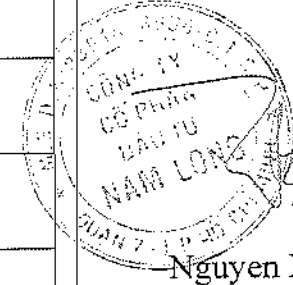
Executive Chairman
Mr. Nguyen Xuân Quang

Executive Vice Chairman
Mr. Tran Thanh Phong

Chief of BOD Office
Ms. Nguyen T. Thu Uyen

BOD Secretary
Ms. Nguyen T. Thu Uyen

Updated on 5/8/2016



Nguyen Xuan Quang
Chairman

Investment Committee

Leader
Mr. Nguyen Xuan Quang

Members
Mr. Tran Thanh Phong
Mr. Lai Voon Hon
Mr. Bui Đức Khang
Mr. Trinh Van Tuan

Coordinator
Ms. Nguyen T. Thu Uyen

HRER Committee

Leader
Mr. Chad Ryan Ovel

Members
Mr. Nguyen Xuan Quang
Mr. Lai Voon Hon
Mr. Ngian Siew Siong ✓

Coordinator
Ms. Nguyen T. Thu Uyen

Audit Committee

Leader
Mr. Nguyen Xuan Quang

Members
Mr. Tran Thanh Phong
Mr. Chad Ryan Ovel
Mr. Linson Lim Soon Kooi
Mr. Ziang Tony Ngo ✓

Internal Auditor:
Ms. Nguyen T. Thanh Thao

Coordinator
Ms. Nguyen T. Thanh Thao

Shareholder Relation

Leader
Mr. Tran Thanh Phong

Members
Chief of Board Office
CFO
Investment Representative

Coordinator
Ms. Nguyen T. Thu Uyen

Independent Directors

Members
Mr. Ngian Siew Siong
Mr. Trinh Van Tuan
Mr. Ziang Tony Ngo

Coordinator
Ms. Nguyen T. Thu Uyen

REVIEW and APPROVAL PROCESS FOR BOARD SUBMISSIONS

