

**DRAFT**



**REGULATION  
OF ORGANIZATION AND OPERATION OF THE  
SUPERVISORY BOARD OF JSC BANK FOR FOREIGN  
TRADE OF VIETNAM**

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*(Promulgated together with the Decision No. .../QĐ-HĐQT-VCB dated... of the Board of Directors of JSC Bank for Foreign Trade of Vietnam)*

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No.: ...../QĐ-HĐQT-PC

Hanoi, ... .., 2018

**DECISION**

**On issuance of the Regulation of organization and operation of the  
Supervisory Board of JSC Bank for Foreign Trade of Vietnam**

**THE SUPERVISORY BOARD  
OF JSC BANK FOR FOREIGN TRADE OF VIETNAM**

Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014;

Pursuant to Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010; Law No. 17/2017/QH14 dated November 20, 2017 amending and supplementing a number of articles of the Law on Credit Institutions;

Pursuant to Decree No. 71/2017/ND-CP dated June 06, 2017 of the Government on corporate governance applicable to public companies;

Pursuant to the Charter on the organization and operation of JSC Bank for Foreign Trade of Vietnam approved by the General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam in accordance with the Resolution No. /TN2018/NQ-DHDCD dated / /2018 and registered at the State Bank of Vietnam by the registration confirmation No. dated / /;

Pursuant to the Resolution No. /NQ-NHNT.DHDCD dated / / of the General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam on the approval of the Regulation on organization and operation of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam,

**DECIDES:**

**Article 1:** To issue together with this Decision the “*Regulation of organization and operation of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam*”.

**Article 2.** This decision shall take effect from the date of signing and replace Decision No. 262/QĐ-NHNT.BKS dated June 10, 2011 of the

Supervisory Board of JSC Bank for Foreign Trade of Vietnam on the issuance of the Regulation on organization and operation of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam.

**Article 3.** Members of the Board of Directors, members of the Executive Board, members of the Supervisory Board, Heads of Groups, Chief Accountant, Directors of Centers/Departments, Directors of branches, Directors of Representative office and Directors of wholly-owned subsidiaries of the JSC Bank for Foreign Trade of Vietnam are liable for the execution of this Decision./.

*Places to receive:*

- As stated in Article 3 (for implementation);
- Copies to: Doc. Dept., Sup. Board.

**ON BEHALF OF THE  
SUPERVISORY BOARD  
HEAD OF SUPERVISOR BOARD**

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**REGULATION OF ORGANIZATION AND OPERATION OF THE  
SUPERVISORY BOARD OF JSC BANK FOR FOREIGN TRADE OF VIETNAM**

*(Promulgated along with the Decision No. .../QD-VCB-BKS dated... of  
Supervisory Board of JSC Bank for Foreign Trade of Vietnam)*

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope of governance**

The Regulation on organization and operation of JSC Bank For Foreign Trade of Vietnam stipulate in detail the organization, operation, obligations, business procedures and business relationships of the Supervisory Board of JSC Bank For Foreign Trade of Vietnam to execute the rights, obligations and duties of the Supervisory Board in accordance with the Regulation on organization and operation of JSC Bank For Foreign Trade of Vietnam, relevant internal regulations of JSC Bank For Foreign Trade of Vietnam and relevant provisions of Law.

**Article 2. Applicability**

This Regulation shall apply to the following objects:

1. Members of the Board of Directors, members of the Executive Board and members of the Supervisory Board.
2. Heads of Group, Chief Accountant, Directors of Center/Department, at the Head Office, Directors of Branch, Directors of Representative office and Directors of wholly-owned subsidiary of the Bank.
3. Individuals, supporting units related to the operation of the Supervisory Board.

**Article 3. Abbreviations and interpretation of terms**

1. Abbreviations:

- JSC: Joint Stock Commercial
- Bank: JSC Bank For Foreign Trade of Vietnam.
- Regulation: Regulation of organization and operation of the Supervisory Board of JSC Bank For Foreign Trade of Vietnam.
- Charter of the Bank: Charter of organization and operation of JSC Bank For Foreign Trade of Vietnam.
- Supervisory Board: Supervisory Board of JSC Bank for Foreign Trade of Vietnam.
- Board of Directors: Board of Directors of JSC Bank for Foreign Trade of Vietnam.
- General Meeting of Shareholders: General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam.

2. Interpretation of terms: the terms used in this Regulation have the same meaning as defined in the Charter of the Bank.

**Article 4. Applicable documents**

1. Where this Regulation does not stipulate, the provisions of the Charter of the Bank and relevant provisions of Law shall be applied.

2. Where there are changes in Charter of the Bank and provisions of law that lead to the difference between the provisions in this Regulation and the Charter of the Bank and provisions of law, the new provisions of the Charter of the Bank and provisions of law shall be applied.

**Chapter II**

**SPECIFIC PROVISIONS**

**SECTION I: STRUCTURE, ORGANIZATION, RIGHTS AND OBLIGATIONS**

**OF THE SUPERVISORY BOARD**

**Article 5. Structure, organization of the Supervisory Board**

1. The Supervisory Board comprises at least 03 (three) members and at **most 05 members and** shall be elected by the General Meeting of Shareholders in accordance with the provisions of the Charter of the Bank, the specific member of the Supervisory Board for each term of office shall be determined by the General Meeting of Shareholders, including more than one half of the

members who reside in Vietnam and at least half of the total members shall be full-time members who are neither concurrently holding another position nor performing other work in any other **credit institution** or enterprise. **Members of the Supervisory Board may not be the shareholders of the Bank but must satisfy the standards and conditions stipulated in Article 9 of this Regulation.**

2. Members of the Supervisory Board shall **elect one member of the Supervisory Board to be the Head of the Supervisory Board on the principle of plurality voting. Head of the Supervisory Board must be a professional accountant or auditor, work full-time at the Bank and satisfy the standards and conditions stipulated in Article 9 of this Regulation.**

3. The Supervisory Board shall have an assisting unit and internal auditing department, have the right to utilize the resources of the Bank, hire external experts and organizations to perform their duties

4. The term of office of the Supervisory Board shall not exceed 05 (five) years. The term of office of the members of the Supervisory Board shall be in accordance with the term of office of the Supervisory Board. Members of the Supervisory Board may be re-elected for an unlimited number of terms. The term of office of the additional or replaced members shall be the remaining time of the term of office of the Supervisory Board. The Supervisory Board of the just ending term shall continue to operate until the Supervisory Board of the new term of office takes charge.

5. In the event that the number of members of the Supervisory Board is less than two-thirds of the total number of the members of the term or insufficient as compared with the minimum numbers of members in accordance with the Charter of the Bank, within 15 (fifteen) days from the date on which the number of members of the Supervisory Board is insufficient, the Supervisory Board must request the Board of Directors to convene the General Meeting of Shareholders to elect additional members for the Supervisory Board.

#### **Article 6. Duties and powers of the Supervisory Board**

1. To supervise the compliance with law and the Charter in terms of management and administration; to be liable to the General Meeting of Shareholders in the execution of the assigned duties and powers.

2. To issue the internal regulations of the Supervisory Board; to review internal regulations of Board of Supervisors, important policies on accounting and report on an annual basis.

3. To appoint, dismiss, discipline, suspend and make decision on the salary and other benefits for the positions of the internal auditing department.

4. To execute the function of internal audit; to be entitled to use the independent consultants and access to and be provided sufficiently, accurately and timely information, documents related to the management and administration of the Bank for the execution of the assigned duties and powers.

5. To appraise the financial statements of the Bank for the first six months and annual reports, business reports, reports on evaluation of the management of the Board of Directors and General Director; to report to the General Meeting of Shareholders on the results of the evaluation (i) the financial statements, the assessment of the rationality, legality, truthfulness and level of prudence in the work of accounting, processing and making financial statements, (ii) report on management of the Board of Directors and General Director, (iii) report on business performance. The Supervisory Board may consult with the Board of Directors before submitting the report and proposing to the General Meeting of Shareholders.

6. To review, inspect and evaluate the performance and effectiveness of the Bank's internal control, internal audit, risk management and early warning.

7. To check the accounting book, other documents and the Bank's management and governance when it deems necessary or in accordance with the resolutions and decisions of the General Meeting of Shareholders or in accordance with the request of a shareholder or a group of shareholders owning more than 5% of the total number of ordinary shares of the Bank for at least 06 (six) consecutive months. The Supervisory Board shall carry out the inspection within 07 (seven) business days after the day of receiving the request. Within 15 (fifteen) days after finishing the inspection, the Supervisory Board must report and explain about the issues inspected by the Supervisory Board to the organizations or individuals requesting the inspection. The inspection of the Supervisory Board stipulated in this clause must not obstruct the regular operation of the Board of Directors and not interfere with the business operation of the Bank.

8. To propose and recommend the General Meeting of Shareholders to approve the independent auditing organization to audit the financial statements of the Bank.

9. To recommend to the Board of Directors or General Meeting of Shareholders amendments, development of the organizational structure to manage, supervise and direct the business operation of the Bank.

10. To duly submit written notice to the Board of Directors within 48 (forty eight) hours after detecting that the Bank's manager has committed acts of violation against the obligations stipulated in the Charter of the Bank and the current relevant provisions of Law; to request the violator to stop the violation and take remedial measures, if any.

11. To be entitled to attend and participate in the discussions of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.

12. To make, retain and update the list of the relevant members of the members of the Board of Directors, members of the Supervisory Board, General Director and shareholders owning at least 5% of the voting shares of the Bank.

13. To propose the Board of Directors to convene an extraordinary meeting or to propose the Board of Directors to convene an Extraordinary General Meeting of Shareholders in accordance with the provisions of law and the Charter of the Bank.

14. To convene an Extraordinary General Meeting of Shareholders when the decisions of the Board of Directors seriously violate the provisions of the Law on Credit Institutions or beyond the assigned authority or other cases in accordance with the provisions of the Charter of the Bank.

15. To report on the operation of the Supervisory Board at the General Meeting of Shareholders in accordance with the provisions of law.

16. Other duties and powers in accordance with the provisions of the Charter of the Bank.

#### **Article 7. Rights, obligations and duties of the Head of the Supervisory Board**

1. To organize the execution of the duties, powers of the Supervisory Board stipulated in Clause 6 of this Regulation.

2. To prepare the meeting agenda of the Supervisory Board in accordance with the proposal of the members of the Supervisory Board related to the duties and powers of the Supervisory Board; to convene and chair the meeting of the Supervisory Board.

3. To sign, on behalf of the Supervisory Board, documents within the authority of the Supervisory Board.

4. To convene, on behalf of the Supervisory Board, an Extraordinary General Meeting of Shareholders or request the ad hoc meeting of the Board of Directors in accordance with the provisions of Clause 6 of this Regulation.

5. To attend meetings of the Board of Directors, to give opinions but not to vote.

6. To request to record his/her opinions in the minutes of meeting of the Board of Directors if such opinions are different from the resolutions and decisions of the Board of Directors and report them to the General Meeting of Shareholders.

7. To prepare the work plan and assign the duties for members of the Supervisory Board.

8. To ensure that members of the Supervisory Board are fully, objectively and accurately informed and have sufficient time to discuss about the issues that the Supervisory Board must consider.

9. To supervise and direct the execution of the assigned duties and powers and obligations of the members of the Supervisory Board.

10. To authorize another member of the Supervisory Board to execute his/her duties during the absence.

11. Other rights, obligations and duties in accordance with the provisions of the Charter of the Bank, this Regulation and provisions of Law.

### **Article 8. Rights, obligations and duties of the members of the Supervisory Board**

1. Members of the Supervisory Board shall have the following rights and obligations:

a) To comply with the provisions of law, the Charter of the Bank and the internal regulations of the Supervisory Board in an honest and careful manner for the highest interests of the Bank and shareholders.

- b) To appoint, dismiss and remove the Head of the Supervisory Board.
- c) To request the Head of the Supervisory Board to convene an ad hoc meeting of the Supervisory Board.
- d) To request an ad hoc meeting of the Board of Directors in accordance with the provisions of the Charter of the Bank and the provisions of law.
- e) To request an Extraordinary General Meeting of Shareholders in accordance with the provisions of the Charter of the Bank and the provisions of law.
- f) To control the business operation, administration of the accounting book, assets, financial statements and recommend solutions.
- g) To be entitled to request the employees of the Bank to provide the statistics and explain the business operation to execute the assigned duties.
- h) To periodically report to the Head of the Supervisory Board on the situation and results of the administration within the scope of their assigned tasks. To immediately report to the Head of the Supervisory Board on the abnormal business operation and to take responsibility for their evaluation and conclusions.
- i) To attend meetings of the Supervisory Board, to discuss and vote on the issues within the duties and powers of the Supervisory Board, unless such issues conflict with the interests of those members.
- j) To be entitled to attend meetings of the Board of Directors, to be entitled to discuss but not to vote.
- k) Other rights and obligations as stipulated in the Charter of the Bank, this Regulation and provisions of law.

2. Members of the Supervisory Board shall be responsible for being honest and avoiding the following conflicts of interests:

- a) To publicize the relevant interests in accordance with the provisions of the Law on Credit Institutions and relevant legal documents.
- b) Members of the Supervisory Board and related persons must not use the information obtained through their positions for personal gains or for the interests of other organizations or individuals.
- c) Members of the Supervisory Board shall be liable for noticing the Board of Directors and Supervisory Board about the transactions between the

company, subsidiaries, companies which the Bank own more than 50% of the charter capital and such members or the related persons of such members in accordance with the provisions of law.

d) Members of the Supervisory Board and related persons must not use the Bank's information not yet allowed to publicize or to disclose it to other persons for related transactions.

3. Members of the Supervisory Board shall be liable for reporting to the Board of Directors, Supervisory Board in the following cases:

a) Transactions between the Bank and the company in which members of the Supervisory Board are founding members or members of the Board of Directors or Directors (General Directors) during the last three years prior to the transaction;

b) Transactions between the Bank and the company in which the related person of a member of the Supervisory Board is a member of the Board of Directors, Director (General Director) or a major shareholder.

### **Article 9. Standards and conditions of the members of the Supervisory Board and Chief of the Supervisory Board**

1. To be aged 21 or over, to have full capacity for civil acts and not belong to the list of persons prohibited from establishing and managing an enterprise in accordance with the provisions of the Law on Enterprises.

2. Not to belong to the list of persons prohibited from being members of the Supervisory Board in accordance with the provisions of the Law on Credit Institutions and the provisions of the Law related banking.

3. To have good health and professional ethics.

4. To have a university degree or above in one of the professions of economics, business administration, law, accounting or auditing; to have at least 03 years working directly in the fields of banking, finance, accounting or auditing.

5. Not to be the related persons of the Managers of the Bank.

6. Not to work in the accounting and finance sections of the Bank.

7. Not to be the members or employees of the independent auditing company to audit the financial statements of the Bank within the previous consecutive 03 years.

8. The specialized members of the Supervisory Board must reside in Vietnam during their term of office.

9. To satisfy the other standards and conditions in accordance with the provisions of the Charter of the Bank and relevant provisions of law.

**Article 10. Cases of not holding the same positions with the members of the Supervisory Board and Chief of the Supervisory Board**

1. The Chief of the Supervisory Board must not **concurrently be the member of the Supervisory Board, managers of other credit institutions and must not concurrently hold other positions as stipulated in clause 2 of this Article.**

2. Members of the Supervisory Board must not concurrently be:

a) Members of the Board of Directors, members of Members' Council, managers, employees of the Bank or subsidiaries of the Bank or employees of the companies in which members of the Board of Directors, General Directors of the Bank are the members of the Board of Directors, managers or major shareholders of such companies.

b) Members of the Board of Directors, members of Members' Council, managers of the companies in which members of the Supervisory Board of such companies are concurrently the members of the Board of Directors, managers of the Bank.

**Article 11. Automatically losing the status; dismissal, removal the members of the Supervisory Board**

1. Members of the Supervisory Board automatically lose their status as members of the Supervisory Board when being in one of the following cases:

a) Not to meet the standards and conditions as set out in the provisions of Law and the Charter of the Bank.

b) To pass away or lose the capacity for civil acts.

c) The legal status of the institutional shareholder in which the member of the Supervisory Board are the authorized representatives terminates.

d) The status to be authorized representative terminates.

e) To be deported from the territory of the Socialist Republic of Vietnam.

f) When the Bank is withdrawn the certificate of establishment and organization.

2. Members of the Supervisory Board shall be dismissed in the following cases

a) To have a restricted capacity for civil acts.

b) To fail to execute their rights and obligations for 06 (six) consecutive months, except in case of force majeure.

c) To tender their resignation letter (with reasons of resignation in details) to the Board of Directors, Supervisory Board of the Bank and gets approved in accordance with the provisions of Clause 7 of this Article.

d) In accordance with the decisions of the General Meeting of Shareholders.

e) Other cases in accordance with the provisions of the Charter of the Bank and the provisions of law.

3. Members of the Supervisory Board shall be removed in the following cases:

a) Not to finish their duties and assigned works;

b) To seriously and repeatedly violate the obligations of the members of the Supervisory Board stipulated in this Regulation and the Charter of the Bank.

c) In accordance with the decisions of the General Meeting of Shareholders.

4. After automatically losing the status, being dismissed or removed from office, members of the Supervisory Board shall still take responsibility for their decisions made during their incumbent period.

5. In case missing the members of the Supervisory Board and remaining members of the Supervisory Board do not have expertise in finance and accounting, the Chief of the Supervisory Board requests the Board of Directors to convene the ad hoc General Meeting of Shareholders for additional election.

6. Within 15 (fifteen) days after the Chief of the Supervisory Board loses the status as a member of the Supervisory Board, members of the Supervisory Board shall have to organize a meeting of the Supervisory Board to elect a member of the Supervisory Board (meeting the standards and conditions

prescribed by law and the Charter of the Bank) to be the Chief of the Supervisory Board.

7. The Chief of the Supervisory Board wishing to resign must send the resignation letter to Board of Directors and Supervisory Board within 15 (fifteen) days from the date of receiving the resignation form, the Supervisory Board must convene the meeting to consider to decide and execute the procedures of dismissal, removal and election of the new Chief of the Supervisory Board in accordance with the current provisions of law.

8. Members of the Supervisory Board wishing to dismiss must send the resignation letter to the Board of Directors and Supervisory Board to submit to the nearest General Meeting of Shareholders to decide.

9. In other cases, the General Meeting of Shareholders shall elect the new members of the Supervisory Board in the place of the current members of the Supervisory Board who loss their status, who are dismissed, removed or elect the missing members.

#### **Article 12. Duties of the assisting units of the Supervisory Board**

1. Officers of the Supervisory Board shall assist in the meetings of the Supervisory Board, assist the members of the Supervisory Board to conduct their duties.

2. The internal auditing department shall conduct the duties in accordance with the provisions of the resolutions and decisions of the procedure of internal auditing of the Bank.

#### **Article 13. Remuneration and operation expenses of the Supervisory Board**

1. Members of the Supervisory Board shall be paid and receive other benefits in accordance with the decisions of the General Meeting of Shareholders.

2. Operation expenses (for meals, accommodation, transportation, expenses on using the independent consultancy services) of the members of the Supervisory Board shall be paid by the Bank in accordance with regulations.

3. Remuneration and operation expenses of the Supervisory Board shall be charged to the business expenses of the Bank in accordance with the provisions of the law on corporate income tax and other relevant provisions of

law and must be made into separated sections in the Bank's annual financial statement.

## **SECTION II - OPERATION OF THE SUPERVISORY BOARD**

### **Article 14. Working regime of the Supervisory Board**

1. The Supervisory Board operates in accordance with the collective regime in combination with the personal responsibility regime corresponding to the assigned tasks of each member of the Supervisory Board.

2. The members of the Supervisory Board assigned to any area of work shall report or have comments on the respective areas of work.

3. The members may have comments on the annual financial statements, the six-monthly financial appraisal report, the report of the Supervisory Board to the General Meeting of Shareholders and other issues as requested by the Chief of the Supervisory Board.

### **Article 15. Meeting of the Supervisory Board**

1. The first meeting of the Supervisory Board must be conducted within 07 (seven) days after the election of the Supervisory Board. Such meeting shall be convened by the member having the highest number of votes. In case there are more than one members to have the highest number of votes with the equal number of votes, the members shall choose one member under the principle of plurality voting to convene the meeting of the Supervisory Board.

2. Regular and extraordinary meetings of the Supervisory Board shall be convened by the Chief of the Supervisory Board or the persons temporarily holding the position of the Chief of the Supervisory Board or the authorized persons by the Chief of the Supervisory Board.

3. Regular meetings of the Supervisory Board shall be convened once a quarter. The Supervisory Board may convene extraordinary meetings to settle urgent and risky issues of the Bank. The ad hoc meetings of the Supervisory Board shall be conducted at the request of one of the following subjects:

- a) The Governor of the State Bank.
- b) The Chairman of the Board of Directors.
- c) At least 2/3 of the Board of Directors members

- d) The Chief of the Supervisory Board
- e) At least 2/3 of the number of Supervisory Board members
- f) The General Director

4. Within 15 (fifteen) days from the date of receiving the written request to convene an ad hoc meeting of the Supervisory Board of one of the subjects stipulated in items a, b, c, e, f of clause 3 of this Article, the Chief of the Supervisory Board must convene and conduct the ad hoc meeting of the Supervisory Board. In case after two consecutive requests and the Chief of the Supervisory Board has not convened the meeting of the Supervisory Board, Board of Directors and members of the Supervisory Board must immediately submit the written report to the provincial branches of the State Bank at centrally administered provinces and cities where such branches are based and conduct the meeting of the Supervisory Board to handle the work, and at the same time, decide on the dismissal or removal of the Chief of the Supervisory Board and elect one member of the Supervisory Board satisfying the standards to be the Chief of the Supervisory Board, notify the State Bank in accordance with the current provisions or decide to conduct the ad hoc General Meeting of Shareholders to settle the remaining unsolved issues (if any).

5. Meetings of the Supervisory Board shall be conducted at the registered office of the Bank.

#### **Article 16. Procedures for organizing and conducting the meeting of the Supervisory Board**

1. All the regular or ad hoc meetings must have the prepared agenda. The Chief of the Supervisory Board shall assign the tasks for members of the Supervisory Board in accordance with the purposes of the meeting and the assisting units of the Supervisory Board shall support the documents preparation for the meeting.

2. The notice invitation to the meeting of the Supervisory Board (except for the ad hoc ones) must be delivered to the members of the Supervisory Board at least 05 (five) days prior to the date of the meeting. The notice of invitation to the meeting must be in Vietnamese, which specify the meeting agenda, time, venue of the meeting and accompanied with the necessary documents about the issues to be discussed and voted at the meeting of the Supervisory Board and the votes for the members of the Supervisory Board. If unable to attend the meeting,

members of the Supervisory Board are entitled to send the votes in writing to the Supervisory Board prior to the meeting.

3. Meeting of the Supervisory Board shall be conducted when there are 2/3 (two thirds) of the number of members of the Supervisory Board or more directly attending or authorizing representatives (the authorized persons) to attend the meeting if approved by the majority of the number of members of the Supervisory Board.

4. In case the meeting of the Supervisory Board is convened but the number of participants is insufficient, the Chief of the Supervisory Board must convene the second meeting within 07 (seven) days from the date set to conduct the first meeting. After the second time of convening the meeting, if the number of participants is still insufficient, the Chief of the Supervisory Board must notify the Chairman of the Board of Directors and propose to convene the ad hoc General Meeting of Shareholders within the next thirty (30) days so that the General Meeting of Shareholders consider the attendees and eligibility of the members of the Supervisory Board.

#### **Article 17. Adoption of the decisions of the Supervisory Board**

1. Each member of the Supervisory Board attending the meeting of the Supervisory Board shall have one vote at the meeting of the Supervisory Board. If not directly attending the meeting, members of the Supervisory Board shall authorize other members of the Supervisory Board or send the written vote. Authorized members of the Supervisory Board to attend the meeting shall be entitled to vote unless such members belong to the the members who are not entitled to vote on the issues to be voted. In case the authorized persons to attend the meeting are not the members of the Supervisory Board, they are not entitled to vote.

2. Members of the Supervisory Board having benefits related to the issues to be decided by the Supervisory Board shall not be entitled to vote on such issues, at the same time, not to be authorized by other members of the Supervisory Board to vote on such issues.

3. If any doubt arises at the meeting which relates to the benefits of the members of the Supervisory Board or the voting right of the members of the Supervisory Board and such doubts are not voluntarily settled by the members of the Supervisory Board by accepting to waive the right to vote, such doubts shall be delivered to the Chairman of the meeting. The judgment of the

Chairman shall be the final decision unless the nature or extent of benefits of the relevant members of the Supervisory Board is unclear.

4. Any relevant member of the Supervisory Board related to one contract stipulated in clause 1, Article 75 of the Charter of the Bank shall be deemed to have the material benefits from such contract.

5. Decisions of the Supervisory Board shall be approved when the majority of the attending members of the Supervisory Board entitled to vote for approval, including the written votes and authorized votes. In cases where the number of votes is equal, the final decision shall be in accordance with the opinion of Chairman of the meeting.

6. Where the Supervisory Board collect written opinions to adopt the decisions on one issue, the decision shall be considered as equivalent to a decision adopted by the members of the Supervisory Board at the normally convened and organized meeting if receiving the written approval of the majority of the members of the Supervisory Board entitled to vote on the issues to be voted.

7. The Chief of the Supervisory Board shall decide to collect the written opinions of the members of the Supervisory Board if deems necessary. At the request of the Chief of the Supervisory Board, officers of the Supervisory Board shall repair written opinion poll tickets accompanied with the documents on the issues to be discussed and deliver via secure method to the address of each member of the Supervisory Board for a reasonable time prior to the meeting so that the members of the Supervisory Board have time to review and give opinions.

8. Decisions approved through collecting written opinions of the members of the Supervisory Board shall take effect when receiving written approval of 50% or more of the members of the Supervisory Board entitled to vote on the issues to be discussed. In case the number of votes is the same, the final judgment shall be based on the decision of the Chief of the Supervisory Board.

9. The opinion poll ticket must include the following main contents:

a) Name, address of Head Office, number and the date of grant of the Certificate of Business Registration of the Bank

b) Purpose of collecting opinions.

- c) Full name and address of the member of the Supervisory Board.
- d) Issue to be discussed.
- e) Voting method, including: positive, negative and blank votes.
- f) The deadline of sending the completed ticket to the Bank.
- g) Full name and signature of the Chief of the Supervisory Board.

### **Article 18. Minutes of the meeting of the Supervisory Board**

1. The meeting of the Supervisory Board must be fully recorded in the book of minutes. The minutes of the meeting of the Supervisory Board shall be made in Vietnamese and signed by all the members of the Supervisory Board attending the meeting and they shall jointly take responsibility of the accuracy and truthfulness of the minutes. Secretary of the meeting shall be liable for recording and making the minutes of the meeting of the Supervisory Board and signing such minutes.

2. Chairman of the meeting shall be liable for the making and delivery the minutes of the meeting of the Supervisory Board to members of the Supervisory Board and such minutes shall be considered the conclusive evidence of the activities conducted at the meetings unless there are complaints about the contents of such minutes within 10 (ten) days from the date of the delivery of the minutes. The minutes of the meeting of the Supervisory Board must be retained in accordance with the regulations in order to determine the responsibilities of each member of the Supervisory Board.

## **SECTION III – INFORMATION PROVIDING MECHANISM AND RELATIONSHIPS OF THE SUPERVISORY BOARD**

### **Article 19. The right to be informed**

1. The Supervisory Board shall be provided the following information and documents at the proper time and in the same method with the Board of Directors:

- a) Meeting invitation, opinion poll ticket of the members of the Supervisory Board and accompanied documents.
- b) Report of the General Director to the Board of Directors or other documents issued by the Bank.

c) Financial information; information and documents on the management, administration and business operation of the Bank; other information; minutes of the meetings and resolutions and decisions of the Board of Directors.

2. The Board of Directors, General Director and other Managers of the Bank must fully, accurately and duly provide sufficient information, documents on the management, administration and business activities of the Bank at the request of the members of the Supervisory Board.

3. If one member of the Supervisory Board receives the information or relevant documents on the duties of the Supervisory Board in consistent with the task of supervision (from sources other than the Board of Directors or the Supervisory Board), such member must report to the Chief of the Supervisory Board as soon as possible and the Chief of the Supervisory Board shall notify the relevant members of the Supervisory Board.

4. Members of the Supervisory Board shall be entitled to access the files and documents of the Bank retained at the Head Office, branches and other places; entitled to go to the places where the managers and employees of the Bank work.

#### **Article 20. Information security**

1. Members of the Supervisory Board shall process all information and documents within the authority of the members of the Supervisory Board with the necessary prudence and confidentiality where the information is confidentially classified in accordance with the provisions of the Bank and law.

2. Members of the Supervisory Board must not disclose the information, publish or by any other way, provide the third party the confidential information, documents of the Bank and other information on the operation of the Bank, or the information that the Bank has not publicized.

3. After the expiration of the term of office, members of the Supervisory Board still have the obligation to secure the information in accordance with the provisions of information security of the Bank (except for the confidential information publicized by the Bank and when the Bank publicizes such information after the term of office of the members of the Supervisory Board has expired).

4. Members of the Supervisory Board are liable for complying with the information security in accordance with the Charter of the Bank, this Regulation and the relevant provisions of law.

### **Article 21. Relationships of the Supervisory Board**

1. Relationship with the State management agencies and shareholders:

a) The Supervisory Board shall execute the reporting system to the State management agencies in accordance with the current provisions.

b) The Supervisory Board shall report to the shareholders the results of the supervision of the operation of the Bank at the annual General Meeting of Shareholders in accordance with the provisions of the Charter of the Bank.

c) The Supervisory Board shall conduct unscheduled inspection as requested by the major shareholders or groups of major shareholders in accordance with the provisions of the Law on Credit Institutions and send report in accordance with the provisions of this Regulation and the Charter of the Bank.

2. Relationship with the Board of Directors:

a) The Board of Directors shall ensure the information providing system for the Board of Directors in accordance with the provisions of this Regulation, the Charter of the Bank, resolutions on internal management of the Bank and other relevant provisions.

b) The Board of Directors shall ensure that the Chief of the Supervisory Board is entitled to attend the regular or ad hoc meetings of the Board of Directors.

c) The Supervisory Board shall supervise, internally audit and submit the results of the supervision and internal auditing in accordance with the provisions. When receiving the results of the supervisions, auditing and recommendations and proposals of the Supervisory Board, the Board of Directors shall consider them to come to conclusions. The Supervisory Board shall monitor the procedures of making decisions of the Board of Directors.

d) The Board of Directors shall appraise the reports that the Board of Directors submit to the General Meeting of Shareholders at the regular meeting in accordance with the provisions of the Charter of the Bank. The Board of Directors shall ensure the Supervisory Board has sufficient information and time to appraise such reports.

e) The Board of Directors shall consult with the Board of Directors on the issues stated in the report of the Board of Directors before sending them to the General Meeting of Shareholders.

### 3. Relationship with the Supervisory Board and the Executives:

a) The Executive Board shall ensure the information providing system for the Supervisory Board in accordance with the provisions of this Regulation, Charter of the Bank, regulations on internal management of the bank and other relevant provisions.

b) Where deeming necessary, the Supervisory Board and Managers of the Bank shall invite the Chief of the Supervisory Board or members of the Supervisory Board to attend the meeting of the Executive Board or other meetings.

c) The Executive Board and Managers of the Bank shall conduct periodical reports in accordance with the provisions of the Charter of the Bank, this Regulation, regulations on internal management of the Bank and other relevant provisions. In addition to the information of the periodical reports, the Supervisory Board and Managers of the Bank shall conduct the direct report or provide information and documents related to the operation of the Bank at the request of the Chief of the Supervisory Board.

d) In case of detecting risks which may seriously affect the goodwill or business operation of the Bank, the Executive Board and Managers of the Bank should immediately report to the Chief of the Supervisory Board.

e) Supervisory Board shall conduct the inspection, supervision and internal audit and report on the results of the inspection, supervision and internal audit in accordance with the provisions. The Executive Board shall notify the Supervisory Board of their directives and opinions on the issues which the Supervisory Board has the report and proposal to the Supervisory Board to monitor.

f) The Executive Board shall facilitate the members of the Supervisory Board to attend the professional training courses and domestic and overseas practical surveys in order to gain experiences and improve the knowledge of management of the Bank.

### 4. Relationship with the units in the Bank system:

a) The units in the system shall ensure to fully provide the information, documents serving the inspection, supervision and internal audit as requested by the Supervisory Board.

b) The Chiefs of the units to be inspected, audited are liable for the completeness, truthfulness and legality of the information and documents provided to the Supervisory Board and inspection and audit teams of the Supervisory Board; to execute the resolutions of the Supervisory Board towards the issues stated in the report of the Supervisory Board as directed by the Board of Directors and the Executive Board; to provide feedbacks for the Supervisory Board on the execution of the resolutions of the Supervisory Board in accordance with the provisions.

c) The units (offices and departments of the Head Office of the Bank, member units of the Bank) shall conduct the coordination mechanism with the Supervisory Board in accordance with the internal regulations of the Bank.

#### **Article 22. Report on the operation of the Supervisory Board at the annual General Meeting of Shareholders**

The report on the operation of the Supervisory Board submitted to the annual General Meeting of Shareholders other than the provisions of law and Charter of the Bank, must have the following contents:

1. Remuneration, operation expenses and other benefits of the Supervisory Board and each member of the Supervisory Board.

2. The summary of the meetings of the Supervisory Board and conclusions, proposals of the Supervisory Board.

3. Results of the supervision on the operation and financial position of the Bank.

4. Results of the supervision on the Managers of the Bank.

5. Results of the evaluation of the coordination between the Supervisory Board and Board of Directors, General Director and shareholders.

#### **Article 23. Rewards and discipline**

1. Members of the Supervisory Board shall be rewarded or disciplined in accordance with the Regulations on the reward and discipline of the Bank.

2. Annually, the Chief of the Supervisory Board shall conduct the inspection on the performance of the members of the Supervisory Board and

propose the form of reward and discipline so that the Board of Directors can summarize and submit to the General Meeting of Shareholders for consideration and decision.

3. The Chief of the Supervisory Board shall evaluate the performance of the officers of the Supervisory Board in accordance with the provisions of the Bank and propose the form of reward and discipline so that the Board of Directors can summarize and submit to the General Meeting of Shareholders for consideration and decision.

### **Chapter III**

#### **ORGANIZATION OF IMPLEMENTATION**

##### **Article 24. Amendments and supplements to the Regulation**

All amendments and supplements to this Regulation shall be proposed and submitted by the Supervisory Board to the General Meeting of Shareholders for adoption.

##### **Article 25. Organization of implementation**

Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, Directors of Departments, Chief Accountant, Directors of Center/units, Office Managers of the of the Head Office, Directors of Branches, Directors of Representative office and Directors of wholly-owned subsidiaries JSC Bank For Foreign Trade of Vietnam shall be liable for executing this Resolution.

**ON BEHALF OF THE SUPERVISORY BOARD  
CHIEF OF THE SUPERVISORY BOARD**

**APPENDIX: SUMMARY OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATION OF ORGANIZATION AND OPERATION OF THE SUPERVISORY BOARD OF JSC BANK FOR FOREIGN TRADE OF VIETNAM**

NO	CURRENT REGULATIONS (QĐ 262)	PROPOSED AMENDMENTS (Draft Regulations of the Supervisory Board)	BASIS/REASON
<b>I</b>	<b>DECISION ON ISSUING THE REGULATIONS</b>		
<b>1</b>	<b>Bases for issuance</b>		
	<ul style="list-style-type: none"> <li>- Pursuant to the Law on Enterprises No. 60/2005/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on November 29, 2005 and documents guiding the execution of this Law;</li> <li>- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 adopted by the National Assembly of the Socialist Republic of Vietnam on June 16, 2010;</li> <li>- Pursuant to the Regulations on organization and operation of Joint Stock Commercial Bank For Foreign Trade of Vietnam approved by the General Meeting of Shareholders in accordance with the <b>Resolution No. 04/TN2011/NQ-NHNT.DHĐCD</b> dated</li> </ul>	<p>To amend the basis for issuance as follows:</p> <ul style="list-style-type: none"> <li>- Pursuant to the Law on Enterprises No. 68/2014/QH13 dated November 26, 2014;</li> <li>- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated on June 16, 2010 and the Law No. 17/2017/QH14 dated November 20, 2017 amending and supplementing some articles of the Law on Credit Institutions;</li> <li>- Pursuant to Decree No. 71/2017/NĐ-CP dated June 06, 2017 of the Government on corporate governance applicable for public company.</li> <li>- Pursuant to the Charter on the organization and operation of Joint Stock Commercial Bank For Foreign Trade Of Vietnam approved by the General Meeting of Shareholders in accordance with <b>Resolution</b></li> </ul>	<ul style="list-style-type: none"> <li>- Due to the fact that the 2005 Law on Enterprises expired and was replaced by the 2014 Law on Enterprises (2014 Law on Enterprises) taking effect from July 01, 2015.</li> <li>- To supplement the Law No. 17/2017/QH14 amending and supplementing some articles of the Law on Credit Institutions dated November 20, 2017.</li> <li>- To supplement the Decree No. 71/2017/NĐ-CP on the corporate governance of the public company as VCB is the public company subject to the application of this Decree (Decree 71).</li> <li>- Shall be updated in accordance with the Regulations on organization and operation of VCB adopted by the General Meeting</li> </ul>

	<p><b>April 22, 2011;</b></p> <p>- Pursuant to Resolution No. 04/TN2011NQ-NHNT.ĐHĐCĐ dated April 22, 2011 of the General Meeting of Shareholders of Joint Stock Commercial Bank For Foreign Trade of Vietnam on the approval of the Regulations on organization and operation of the Supervisory Board.</p>	<p><b>No. /TN2018/NQ-ĐHĐCĐ dated / /2018 and registered by the State Bank of Vietnam in accordance with the Document No. Dated / /2018;</b></p> <p>- Pursuant to Resolution No. / /NQ-NHNT.ĐHĐCĐ dated / / of the General Meeting of Shareholders of Joint Stock Commercial Bank For Foreign Trade Of Vietnam on the approval of the Regulations on organization and operation of the Supervisory Board <b>of the JSC Bank for Foreign Trade of Vietnam.</b></p>	<p>of Shareholders and acknowledged by the State Bank.</p>
<b>2</b>	<b>Article 3</b>		
	<p>Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, <b>General Director and relevant organizations and individuals within the system of</b> the Joint Stock Commercial Bank For Foreign Trade of Vietnam shall be liable of executing these Resolutions./.</p>	<p>To amend as follows:</p> <p>Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, <b>Directors of Departments, Chief Accountant, Directors of Center/units, Office Managers of the Head Office, Directors of Branches, Directors of Representative office and Directors of wholly-owned subsidiaries of the JSC Bank For Foreign Trade of Vietnam</b> shall be liable of executing these Resolutions./.</p>	<p>To be more specific on the applicable objects.</p>
<b>II</b>	<b>CONTENTS OF REGULATIONS</b>		
<b>1</b>	<b>Article 1. Scope and objects of regulations</b>	<b>Article 1 (Scope of governance), Article 2 (Applicability), Article 3 (Abbreviations and</b>	

		interpretation of terms)	
	<p><b>Article 1. Scope and objects of regulations</b></p> <p>1. The regulations on organization and operation of Joint Stock Commercial Bank For Foreign Trade of Vietnam (hereinafter referred to as the Regulation) stipulate in detail <b>the organization and operation</b> of the Supervisory Board of Joint Stock Commercial Bank For Foreign Trade of Vietnam.</p> <p>2. All the operations of the Supervisory Board and members of the Supervisory Board, units and individuals of the Bank related to the organization and operation of the Supervisory Board must comply with the provisions of the Charter of the Bank, this Regulation and other relevant provisions of Law.</p> <p>3. Terms used in this Regulation shall have the same interpretation as in the Charter of the Bank.</p>	<p><i>To divide Article 1 of the Decision 262 into 3 Articles as follows:</i></p> <p><b>Article 1. Scope of governance</b></p> <p>The regulations on organization and operation of JSC Bank For Foreign Trade of Vietnam stipulate in detail <b>the organization, operation, obligations, business procedures and business relationships</b> of the Supervisory Board of JSC Bank For Foreign Trade of Vietnam <b>to execute the rights, obligations and duties of the Supervisory Board in accordance with the Regulations on organization and operation of JSC Bank For Foreign Trade of Vietnam, relevant internal regulations of JSC Bank For Foreign Trade of Vietnam and relevant provisions of Law.</b></p> <p><b>Article 2. Applicability</b></p> <p>This Regulation shall apply to the following objects:</p> <p>1. Members of Board of Directors, members of Executive Board and members of the Supervisory Board.</p> <p>2. Directors of Departments, Chief</p>	<p>In order that the contents and structure of the Draft Regulations shall be clear and rigid to facilitate the monitoring and execution, Article 1 is proposed to be divided into 3 Articles:</p> <p>+ Article 1. Scope of governance;</p> <p>+ Article 2. Applicability;</p> <p>+ Article 3. Abbreviations and interpretation of terms.</p> <p>At the same time, the contents of the Regulations shall be re-arranged in accordance with the Regulations on organization and operation of the Board of Directors.</p>

		<p>Accountant, Directors of Center/units, Office Managers of the Head Office, Directors of Branches, Directors of Representative office and Directors of wholly-owned subsidiaries of the Bank.</p> <p>3. Individuals, supporting units of related to the operation of the Supervisory Board.</p> <p><b>Article 3. Abbreviations and interpretations of terms</b></p> <p>1. Abbreviations:</p> <ul style="list-style-type: none"><li>- JSC: Joint Stock Commercial</li><li>- Bank: JSC Bank for Foreign Trade of Vietnam.</li><li>- Regulations: Regulations on organization and operation of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam.</li><li>- Charter of the Bank: Charter of organization and operation of JSC Bank for Foreign Trade of Vietnam.</li><li>- Supervisory Board: Supervisory Board of JSC Bank for Foreign Trade of Vietnam.</li><li>- Board of Directors: Board of Directors of</li></ul>	
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		<p>JSC Bank for Foreign Trade of Vietnam.</p> <ul style="list-style-type: none"> <li>- General Meeting of Shareholders: General Meeting of Shareholders of JSC Bank for Foreign Trade of Vietnam.</li> </ul> <p>2. Interpretation of terms: the terms to be used in this Regulation have the same meaning as defined in the Charter of the Bank.</p>	
<b>2</b>	<b>(not yet declared)</b>	<b>Article 4. Applicable documents</b>	
		<p>1. Where this Regulation do not stipulate, the provisions of the Charter of the Bank relevant provisions of Law shall be applied.</p> <p>2. Where there are changes in Charter of the Bank and provisions of law that lead to the difference between the provisions in this Regulation and the Charter of the Bank and provisions of law, the new provisions of the Charter of the Bank and provisions of law shall be applied.</p>	To supplement applicable document principle for sufficient information in line with the Charter of VCB
<b>3</b>	<b>Article 2. Structure, organization of the Supervisory Board</b>	<b>Article 5. Structure, organization of the Supervisory Board</b>	
	2.1. Supervisory Board shall have at least 03	<i>To amend and supplement Clause 1 and supplement the new Clause 2 to Article 2 of the Regulation of the Supervisory Board (hereby re-numbering the clauses) as follows:</i>	<ul style="list-style-type: none"> <li>- To amend clause 1, Article 2 stipulating on the number and standards and conditions of the members of the Supervisory Board in accordance with the provisions of</li> </ul>

	<p>(three) members elected by the General Meeting of Shareholders in accordance with the provisions of the Charter of the Bank, including at least one half of the total number of members to be the full-time members who are not concurrently holding another position nor performing other work in another Bank or institution and at least one member to have profession in finance and accounting. Members of the Supervisory Board shall elect one of the members of the Supervisory Board who is the shareholder of the Bank to become the Chief of the Supervisory Board.</p> <p>2.2. Supervisory Board shall have the assisting unit and internal auditing department...</p> <p>2.3. The term of office of the Supervisory Board shall not exceed 05 (five) years. The term of office of the members of the Supervisory Board shall be in accordance with the term of office of the</p>	<p>1. The Supervisory Board shall comprise at least 03 (three) members <b>and at most 05 member and</b> shall be elected by the General Meeting of Shareholders in accordance with the provisions of the Charter of the Bank, <b>the specific number for each term of office shall be determined by the General Meeting of Shareholders, including more than one half of the members who reside in Vietnam and</b> at least half of the total members shall be full-time members who are neither concurrently holding another position nor performing other work in <b>another credit institution</b> or enterprise. <b>Members of the Supervisory Board may not be the shareholders of the Bank but must satisfy the standards and conditions stipulated in Article 9 of this Regulation.</b></p> <p>2. Members of the Supervisory Board shall elect <b>one member of the Supervisory Board</b> to be the Chief of the Supervisory Board <b>under the principle of plurality voting. The Chief of the Supervisory Board must be the</b></p>	<p>Clause 2, Article 163 of the 2014 Law on Enterprises; Clause 1, Article 4, Article 20 of Decree 71 and to be appropriate with the new Draft Charter of VCB.</p> <ul style="list-style-type: none"> <li>- To amend the term “in another Bank” to “another credit institution” in the following phrase “neither concurrently holding another position nor performing other work in <u>another credit institution</u> or enterprise” to be appropriate with the provisions of the Law on Credit Institutions as the term “Credit institution” is more general than the term “the Bank”.</li> <li>- To extract the content of the election of the Chief of the Supervisory Board into one clause and amend the term “elect one of the members of the Supervisory Board” to “<u>elect one member of the Supervisory Board</u>” to be appropriate with the provisions of Clause 2, Article 47 of the Law on Credit Institutions; to supplement the principle of electing the Chief of the Supervisory Board “<u>under the principle of plurality voting</u>” in accordance with the provisions of Clause 2, Article 163 of the 2014 Law on Enterprises and to be appropriate with the principle of electing the Chairman of the Board of Directors stipulated in the draft Regulations on</li> </ul>
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	<p>Supervisory Board. Members of the Supervisory Board may be re-elected for an unlimited number of terms. The term of office of the additional or replaced members shall be in accordance with the remaining term of office. The Supervisory Board of the ending shall continue to operate until the Supervisory Board of the new term of office takes charge.</p> <p>2.4. Where the number of members of the Supervisory Board is less than two-thirds of the total number of the members of the term or insufficient with the minimum numbers of members in accordance with the provisions...</p>	<p><b>accountant or professional auditor, specializing at the Bank and satisfy the standards and conditions stipulated in Article 9 of this Regulation.</b></p> <p>3. The Supervisory Board shall have the assisting unit and internal auditing department...</p> <p>4. The term of office of the Supervisory Board shall not exceed 05 (five) years. The term of office of the members of the Supervisory Board shall be in accordance with the term of office of the Supervisory Board. Members of the Supervisory Board may be re-elected for an unlimited number of terms. The term of office of the additional or replaced members shall be in accordance with the remaining term of office. The Supervisory Board of the just ending shall continue to operate until the Supervisory Board of the new term of office takes charge.</p> <p>5. Where the number of members of the Supervisory Board is less than two-thirds of the total number of the members of the term or</p>	<p>organization and operation of the Board of Directors;</p> <ul style="list-style-type: none"> <li>- To revoke the regulation that the elected Chief of the Supervisory Board is one of the members of the Supervisory Board <u>who is a shareholder of the Bank</u> as Clause 1 (c), Article 164 of the 2014 Law on Enterprises stipulates that the member of the Supervisory Board “shall not necessarily be the shareholder” of the company, Clause 1, Article 20 of Decree 71 also stipulates that “Supervisors shall not necessarily be the shareholder of the company”. Article 47 of the current Law on Credit Institutions also does not stipulate that the Chief of the Supervisory Board should be the shareholder of the Bank (Chief of the Supervisory Board is elected from members of the Supervisory Board).</li> <li>- To supplement the regulation “<u>Chief of the Supervisory Board must be the accountant or professional auditor, specializing at the Bank</u> ” to be appropriate with the provisions in Clause 2, Article 163 of the 2014 Law on Enterprises and Clause 4, Article 20 of Decree 71.</li> </ul>
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		insufficient as compared with the minimum numbers of members in accordance with the provisions...	<ul style="list-style-type: none"> <li>- To supplement the condition “<u>Chief of the Supervisory Board must satisfy the standards and conditions stipulated in Article 9 of this Regulation</u>” to be consistent and appropriate with the provisions of the Draft Amended Charter of VCB.</li> <li>- To revoke the term “re-elect” for the members of the Supervisory Board in Clause 3 of Decision 262 (corresponding to clause 4, Article 5 of the draft Regulations) in accordance with the Law on Credit Institutions and Law on Enterprises, the members of the Supervisory Board shall be elected by the shareholders at the General Meeting of Shareholders to be appropriate with the provisions of Law.</li> <li>- To re-number the clauses.</li> </ul>
<b>4</b>	<b>Article 3. Duties and powers of the Supervisory Board</b>	<b>Article 6. Duties and powers of the Supervisory Board</b>	
	3.1. To supervise the observance of the provisions of law and the Charter in the management and administration of the	<p><i>To supplement 5 new Clauses and supplement in the original Clause 6 (corresponding to the new Clause 10)(hereby re-numbering the clauses) as follows:</i></p> <p>1. To supervise the observance of the provisions of law and the Charter of the management and administration of the Bank.</p>	

	<p>Bank...</p> <p>3.2. To issue the internal regulations of the Supervisory Board...</p> <p>3.3. To execute the function of internal audit...</p> <p>3.4. To appraise the financial statements of the Bank for the first six months and annual reports, business reports, evaluation reports of the management of Board of Directors; to report to the General Meeting of Shareholders on the results of the evaluation of (i) the financial statements, the assessment of the rationality, legality, truthfulness and level of prudence in the work of accounting, processing and making financial statements, (ii) report on management of the Board of Directors, (iii) report on business performance. The Supervisory Board may consult with the Board of Directors before submitting the report and proposing to the General Meeting of Shareholders.</p> <p>3.5. To check the accounting books and other documents...</p> <p>3.6. To duly submit written notice for Board of Directors within 48 hours after detecting that the Bank's manager has committed acts of violation against the</p>	<p>2. To issue the internal regulations of the Supervisory Board.</p> <p>3. <b>To appoint, dismiss, discipline, suspend and make decision on the salary and other benefits for the titles within the internal auditing department.</b></p> <p>4. To execute the function of internal audit...</p> <p>5. To appraise the financial statements of the Bank for the first six months and annual reports, business reports, evaluation reports of the management of Board of Directors <b>and General Director</b>; to report to the General Meeting of Shareholders on the results of the evaluation (i) the financial statements, the assessment of the rationality, legality, truthfulness and level of prudence in the work of accounting, processing and making financial statements, (ii) report on management of the Board of Directors <b>and General Director</b>, (iii) report on business performance. The Supervisory Board may consult with the Board of Directors before submitting the report and proposing to the General Meeting of Shareholders.</p> <p>6. <b>To review, inspect and evaluate the performance and effectiveness of the internal control system, internal audit, risk management and early warning of the</b></p>	<ul style="list-style-type: none"> <li>- To supplement the new Clause 3 to be appropriate with Clause 9, Article 1 of the Law no. 17/2017/QH14 amending and supplementing some articles of the Law on Credit Institutions.</li> <li>- To supplement terms “<b>General Director</b>” into clause 5 of the draft document on appraising and reporting of the Supervisory Board to be appropriate with the provisions of Article 136 of the 2014 Law on Enterprises.</li> <li>- To supplement the new Clause 6 to be appropriate with the provisions of Clause 4, Article 165 of the 2014 Law on Enterprises.</li> </ul>
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	<p>obligations stipulated in the Charter of the Bank and the current relevant provisions of Law; To request the violator to stop the violation and take remedial measures, if any.</p> <p>3.7. To make, retain and update the list of the relevant members of the...</p> <p>3.8. To propose the Board of Directors the ad hoc meeting or to propose the Board of Directors to <u>convene the ad hoc General Meeting of Shareholders</u> in accordance with the provisions of law and the Charter of the Bank.</p> <p>3.9. <u>To convene the ad hoc General Meeting of Shareholders</u> when...</p> <p>3.10. Other duties and powers shall be in accordance with the provisions of the Charter of the Bank.</p>	<p><b>Bank.</b></p> <p>7. To check the accounting books and other documents...</p> <p>8. <b>To propose and recommend the General Meeting of Shareholders to approve the independent auditing organization to audit the financial statements of the Bank.</b></p> <p>9. <b>To recommend to the Board of Directors or General Meeting of Shareholders on the amendments, development of the organizational structure to manage, supervise and direct the business operation of the Bank.</b></p> <p>10. To duly submit <b>written notice</b> to the Board of Directors <b>within 48 hours</b> after detecting that the Bank's manager has committed acts of violation <b>against the obligations stipulated in the Charter of the Bank and the current relevant provisions of Law;</b> o request the violator to stop the violation and take remedial measures, if any.</p> <p>11. <b>To be entitled to attend and participate in the discussions of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.</b></p> <p>12. To make, retain and update the list of the relevant members of the...</p> <p>13. To propose the Board of Directors the</p>	<ul style="list-style-type: none"> <li>- To supplement the new Clause 8 in accordance with the provisions of Clause 1, Article 22 of Decree 71.</li> <li>- To supplement the new Clause 9 to be appropriate with the provisions of Clause 4, Article 165 of the 2014 Law on Enterprises.</li> <li>- To amend the terms in Clause 6, Article 30 of the Decision 262 (corresponding to Clause 10, Article 6 of the new draft document) to be appropriate with Clause 4, Article 22 of Decree 71.</li> <li>- To supplement the new Clause 11 to be appropriate with the provisions of Clause 9, Article 165 of the 2014 Law on Enterprises.</li> <li>- To supplement the term “<b>meeting</b>” in</li> </ul>
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		<p>ad hoc meeting or to propose the Board of Directors to convene the ad hoc General <b>Meeting</b> of Shareholders in accordance with the provisions of law and the Charter of the Bank.</p> <p>14. To convene the ad hoc General <b>Meeting</b> of Shareholders when...</p> <p>15. <b>To report on the operation of the Supervisory Board at the General Meeting of Shareholders in accordance with the provisions of law.</b></p> <p>16. Other duties and powers in accordance with the provisions of the Charter of the Bank.</p>	<p>Clause 8, Article 3 of the Decision 262 (corresponding to Clause 13, Article 6 of the new draft document) to clarify the phrase “convene the ad hoc General <b>Meeting</b> of Shareholders...”</p> <ul style="list-style-type: none"> <li>- To supplement the term “<b>meeting</b>” in Clause 9, Article 3 of the Decision 262 (corresponding to Clause 14, Article 6 of the new draft document) to clarify the phrase “convene the ad hoc General <b>Meeting</b> of Shareholders...”</li> <li>- To supplement the new Clause 15 in accordance with the provisions of Article 10 of Decree 71.</li> </ul>
<b>5</b>	<b>Article 4. Rights and obligations of the Chief of the Supervisory Board</b>	<b>Article 7. Rights, obligations and duties of the Chief of the Supervisory Board</b>	
	<p>Stipulated the rights and obligations of the Chief of the Supervisory Board but not yet stipulated the duties of the Chief of the Supervisory Board.</p>	<p><i>To amend the name of Clause 4 (corresponding to the new Clause 7) to “Rights, obligations <b>and</b> duties of the Chief of the Supervisory Board” and supplement the clause 11 as follows:</i></p> <p>11. Other rights, obligations <b>and</b> duties shall be in accordance with the provisions of the Charter of the Bank, <b>this Regulation</b> and the provisions of Law.</p>	<p>To supplement the provisions on the duties of the Chief of the Supervisory Board in clause 11 to ensure that the content of the draft document shall be sufficient, rigid, systematic and appropriate with the provisions on duties of the Members of the Supervisory Board in Article 32 of Decree 71.</p>
<b>6</b>	<b>Article 5. Rights and obligations of the members of the Supervisory Board</b>	<b>Article 8. Rights, obligations and duties of the members of the Supervisory Board</b>	

	<p>Stipulated the rights and obligations of the members of the Supervisory Board but not yet stipulated the duties of the members of the Supervisory Board.</p> <p>5.1. To comply with the provisions of law, the Charter of the Bank and the internal regulations of the Supervisory Board in an honest and careful manner for the highest interests of the Bank and shareholders.</p> <p>5.2. To elect, dismiss, remove the Chief of the Supervisory Board.</p> <p>5.3. ...</p> <p>5.10. Other rights and obligations as stipulated in the Charter of the Bank, this Regulation and provisions of law.</p>	<p><i>To re-name Clause 5 (corresponding to the new Clause 8) to “Rights, obligations <b>and duties</b> of the members of the Supervisory Board”, to move the current provisions into Clause 1 (supplement the new Subclause j) and supplement the new Clause 2 and 3 as follows:</i></p> <p>1. Members of the Supervisory Board shall have the following rights and obligations:</p> <p>a) To comply with the provisions of law, the Charter of the Bank and the internal regulations of the Supervisory Board in an honest and careful manner for the highest interests of the Bank and shareholders.</p> <p>...</p> <p>j) <b>To be entitled to attend the meetings of Board of Directors, to be entitled to discuss but not to vote.</b></p> <p>k) Other rights and obligations as stipulated in the Charter of the Bank, this Regulation and provisions of law.</p> <p>2. <b>Members of the Supervisory Board shall be responsible for being honest and avoiding the following conflicts of interests:</b></p> <p>a) <b>To publicize the relevant benefits in accordance with the provisions of the Law on Credit Institutions and</b></p>	<ul style="list-style-type: none"> <li>- To supplement the provisions about the rights of the members of the Supervisory Board attending the meeting of the Board of Directors in accordance with the provisions of Clause 7, Article 153 of the 2014 Law on Enterprises. Currently, the 2010 Law on Credit Institutions just stipulate the rights and obligations of the Chief of the Supervisory Board at Article 46 as: “To attend the meetings of the Board of Directors, to discuss but not to vote”; The 2010 Law on Credit Institutions and the 2017 amended Law on Credit Institutions <i>shall not stipulate about the attendance in the meetings of the Board of Directors of the members of the Supervisory Board.</i> To amend the regulation to be consistent with the provisions of the Charter.</li> <li>- To supplement the provisions about the duties to be honest and avoid the conflicts of interests of the members of the Supervisory Board to be appropriate with</li> </ul>
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		<p><b>members or members of the Board of Directors or Directors (General Directors) during the last three years prior to the transaction;</b></p> <p><b>b) Transactions between the Bank and the company in which the related persons of a member of the Supervisory Board is a member of the Board of Directors, Director (General Director) or major shareholder.</b></p>	provisions of Article 32 of Decree 71.
<b>7</b>	<b>Article 6. Standards and conditions of the members of the Supervisory Board and Chief of the Supervisory Board</b>	<b>Article 9. Standards and conditions of the members of the Supervisory Board and Chief of the Supervisory Board</b>	
	<p>6.1. To be aged 21 and over, to have full capacity for civil acts and <b>not belong to the list of persons prohibited to be members of the Supervisory Board in accordance with the provisions of the Law on Enterprises, Law on Credit Institutions and relevant provisions of legislation on banking.</b></p> <p>6.2. To have good health and professional ethics and have a god command of Law.</p>	<p><i>To amend the provisions of Clause 1, to divide Clause 1 into 2 new clauses and supplement the new Clauses 6, 7 and 9 (hereby re-number the Clauses) as follows:</i></p> <p><b>1. To be aged 21 and over, to have full capacity for civil acts and not belong to the list of persons prohibited from establishing and managing an enterprise in accordance with the provisions of the Law on Enterprises.</b></p> <p><b>2. Not to belong to the list of persons prohibited from being members of the Supervisory Board in accordance with the provisions of the Law on Credit Institutions and the provisions of the</b></p>	<ul style="list-style-type: none"> <li>- To amend/supplement the provisions of Clause 1, to divide Clause 1 into 2 new Clauses to be consistent with Article 67 of the Draft Charter of VCB and appropriate with the Law on Enterprises and Law on Credit Institutions.</li> <li>- Not to supplement the provisions on the Members of the Supervisory Board “must be auditor or accountant” in Clause 2, Article 64 of the 2014 Law on Enterprises and Clause 3 Article 20 of Decree 71 as there are differences between the provisions of the Law on Enterprises, Decree 71 and the professions Law of Law</li> </ul>

<p>6.3. To have a university degree or above in one of the professions of economics, business administration, law, accounting or auditing; to have at least 03 years working directly in the fields of banking, finance, accounting or auditing.</p> <p>6.4. Not to be the related persons of the Managers of the Bank.</p> <p>6.5. Full-time members of the Supervisory Board must reside in Vietnam during their term of office.</p>	<p><b>Law on banking.</b></p> <p>3. To have good health and professional ethics.</p> <p>4. To have a university degree or above in one of the professions of economics, business administration, law, accounting or auditing; to have at least 03 years working directly in the fields of banking, finance, accounting or auditing.</p> <p>5. Not to be the related persons of the Managers of the Bank.</p> <p><b>6. Not to work in the accounting and finance sections of the Bank.</b></p> <p><b>7. Not to be the members or employees of the independent auditing company to audit the financial statements of the Bank within the previous consecutive 03 years.</b></p> <p>8. Full-time members of the Supervisory Board must reside in Vietnam during their term of office.</p> <p><b>9. To satisfy the other standards and conditions in accordance with the provisions of the Charter and relevant provisions of law.</b></p>	<p>on Credit Institutions. To be specific: Clause 3 (c), Article 50 of the 2010 Law on Credit Institutions has stipulated the professional standards and experiences of the members of the Supervisory Board (corresponding to Clause 3, Article 9 of the Draft Regulations) as “<b>To have a university degree or above in one of the professions of economics, business administration, law, accounting or auditing; to have at least 03 years working directly in the fields of banking, finance, accounting or auditing</b>”. The 2017 Law amending and supplementing the Law on Credit Institutions has not changed the provisions on the above standards and conditions of the members of the Supervisory Board.</p> <ul style="list-style-type: none"> <li>- Clause 2, Article 3 of the Law on Credit Institutions has stipulated that “In case there are differences between the provisions of Law on Credit Institutions and relevant Law on establishment, organization and operation... shall apply in accordance with the provisions of the Law on Credit Institutions”.</li> <li>- Article 3 of Decree 71 also stipulates that when the professional law has the provisions on management of other</li> </ul>
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			<p>companies that differ from the provisions of Decree 71, the provisions of the professional law shall be applied. Hence, the provisions of the professional standards and conditions of members of the Supervisory Board shall remain unchanged as the Law on Credit Institutions.</p> <ul style="list-style-type: none"> <li>- To supplement clauses 6, 7 and 9 to be appropriate with the provisions of Clases 2 and 4, Article 20 of Decree 71.</li> </ul>
<b>8</b>	<b>Article 7. Cases of not holding the same positions with the members of the Supervisory Board and Chief of the Supervisory Board</b>	<b>Article 10. Cases of not holding the same positions with the members of the Supervisory Board and Chief of the Supervisory Board</b>	
	<p>7.1. The Chief of the Supervisory Board must not concurrently be the member of the Supervisory Board, managers of other credit institutions.</p> <p>7.2. Members of the Supervisory Board must not concurrently be:</p> <ul style="list-style-type: none"> <li>- Members of Board of Directors, members of the Members' Council, Managers, employees of the Bank or subsidiaries of the Bank or employees of the companies in which members of Board of Directors, General Directors of the Bank are the members of the Board</li> </ul>	<p><i>To supplement to Clause 1 as follows:</i></p> <p>1. The Chief of the Supervisory Board must not concurrently be the member of the Supervisory Board, Managers of other credit institutions <b>and must not concurrently hold other positions as stipulated in clause 2 of this Article.</b></p> <p>2. Members of the Supervisory Board must not concurrently be:</p> <ul style="list-style-type: none"> <li>- Members of Board of Directors, members of Members' Council, Managers, employees of the Bank or subsidiaries of the Bank or employees of the companies in which members of Board of Directors, General Directors</li> </ul>	<ul style="list-style-type: none"> <li>- As the Chief of the Supervisory Board shall be elected from one of the members of the Supervisory Board, so apart from the provision of "must not concurrently hold other positions" applied on the Chief of the Supervisory Board, the Chief of the Supervisory Board must also comply the provisions of "must not concurrently hold other positions".</li> </ul>

	<p>of Directors, Managers or major shareholders of such companies.</p> <ul style="list-style-type: none"> <li>- Members of Board of Directors, members of Members' Council, Managers of the companies in which members of the Supervisory Board of such companies are concurrently the members of Board of Directors, Managers of the Bank.</li> </ul>	<p>of the Bank are the members of the Board of Directors, Managers or major shareholders of such companies.</p> <ul style="list-style-type: none"> <li>- Members of Board of Directors, members of Board of members, Managers of the companies in which members of the Supervisory Board of such companies are concurrently the members of Board of Directors, Managers of the Bank.</li> </ul>	
<b>9</b>	<b>Article 8. Automatically losing the status; dismissal, removal of the members of the Supervisory Board</b>	<b>Article 11. Automatically losing the status; dismissal, removal of the members of the Supervisory Board</b>	
	<p>8.1. Members of the Supervisory Board shall automatically lose their status as members of the Supervisory Board in the following cases:</p> <ul style="list-style-type: none"> <li>a) ...</li> <li>b) To pass away or loss the capacity for civil acts; <u>to be announced to lost, pass away in accordance with the provisions of law by the authorized Court.</u></li> </ul>	<p><i>To amend the provisions of Clause 1, to divide Clause 2 into 2 clauses (2. Dismissal and 3. Removal), to amend the terms in clause 2, to revoke the provisions of the original clauses 4 and 5 (hereby re-numbering the Clauses) as follows:</i></p> <p>1. Members of the Supervisory Board automatically lose their status as members of the Supervisory Board when being in one of the following cases:</p> <ul style="list-style-type: none"> <li>a) ...</li> <li>b) To pass away or loss the capacity for civil acts.</li> <li>c) ...</li> <li>d) ...</li> <li>e) <b>To be deported from the</b> territory of</li> </ul>	<ul style="list-style-type: none"> <li>- To revoke the term “shall” and supplement the term “when being in one of” in Clause 1,</li> <li>- To amend the provision of subclause b, Article 1 in accordance with the provisions of Article 35 of Law on Credit Institutions and to be consistent with the Charter of VCB.</li> <li>- To amend subclause e, clause 1: to revoke the term “When”, to revoke the term “by</li> </ul>

	<p>c) ...</p> <p>d) ...</p> <p>e) <u>When being deported from the territory of Vietnam by the Court.</u></p> <p>f) ...</p> <p>8.2. Members of the Supervisory Board shall be <u>dismissed or removed</u> in the following cases:</p> <p><b>a) To have a restricted capacity for civil acts.</b></p> <p>b) To fail to execute their rights and obligations for 06 (six) consecutive months, except in case of force majeure.</p> <p>c) To tender their resignations (with reasons of resignation in details) to the Board of Directors, Supervisory Board of the Bank.</p> <p>d) In accordance with the decisions of the General Meeting of Shareholders.</p> <p>e) Not to satisfy the conditions stipulated in Article 6 of these Regulations.</p> <p>f) Other cases in accordance with the provisions of the Charter of the Bank and the provisions of law.</p> <p>8.3. After... incumbent.</p> <p><b>8.3. In case the Supervisory Board</b></p>	<p><b>the Socialist Republic</b> of Vietnam.</p> <p>f) ...</p> <p>2. Members of the Supervisory Board shall be <u>dismissed</u> in the following cases:</p> <p>a) To have a restricted capacity for civil acts.</p> <p>b) To fail to execute their rights and obligations for 06 (six) consecutive months, except in case of force majeure.</p> <p>c) To tender their resignation letter (with reasons of resignation in details) to the Board of Directors, Supervisory Board of the Bank and gets <b>approved in accordance with the provisions of Clause 7 of this Article.</b></p> <p>d) In accordance with the decisions of the General Meeting of Shareholders.</p> <p>e) Other cases shall be in accordance with the provisions of the Charter of the Bank and the provisions of law.</p> <p><b>3. Members of the Supervisory Board shall be <u>removed</u> in the following cases:</b></p> <p><b>a) Not to finish their duties and assigned works;</b></p> <p><b>b) To seriously and repeatedly violate the obligations of the members of the Supervisory Board stipulated in this Regulation and the Charter of the Bank.</b></p> <p><b>c) In accordance with the decisions of</b></p>	<p>the Court”, to amend the term “territory of Vietnam” to “territory of the Socialist Republic of Vietnam” in accordance with the provisions of subclause dd, clause 1, Article 35 of the Law on Credit Institutions.</p> <ul style="list-style-type: none"> <li>- To amend Subclause a, Clause 2 to be consistent with the Draft Charter.</li> <li>- To supplement the phrase “and gets approved in accordance with the provisions of Clause 6 of this Article” to Subclause c, Clause 2 in accordance with the provisions of Article 169, Clause 1.(c) of the 2014 Law on Enterprises.</li> <li>- To supplement the new clause 3 on the dismissal in accordance with the provisions of Clause 2, Article 169 of the 2014 Law on Enterprises.</li> </ul> <ul style="list-style-type: none"> <li>- To revoke the Clause 4, Decision 262 as the current 2014 Law on Enterprises no longer stipulates such provisions and is amended in accordance with the</li> </ul>
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	<p><b>seriously violates their obligations and may cause damage to the Bank, the Board of Directors shall convene the General Meeting of Shareholders to consider and dismiss the incumbent Supervisory Board and elect the new Supervisory Board.</b></p> <p>8.5. In case missing the members of the Supervisory Board that ... for additional election.</p> <p>8.6. Within no more than 15 (fifteen) days... to be the Chief of the Supervisory Board.</p> <p><b>8.7. The Chief of the Supervisory Board wishing to resign from <u>the title of Chief of the Supervisory Board</u> must send the resignation letter to the Board of Directors and Supervisory Board... within 15 (fifteen) days from the date of receiving the resignation letter, the Supervisory Board must convene the meeting to consider to decide and execute the procedures of dismissal, removal and election of the Chief of the Supervisory Board in accordance with the current provisions of law. In case the remaining members of the Supervisory Board are not</b></p>	<p><b>the General Meeting of Shareholders.</b></p> <p>4. After... incumbent period.</p> <p>5. In case missing the members of the Supervisory Board and ... for additional election.</p> <p>6. Within 15 (fifteen) days... to be the Chief of the Supervisory Board.</p> <p>7. The Chief of the Supervisory Board wishing to <b>resigne</b> must send the resignation letter to Board of Directors and Supervisory Board... within 15 (fifteen) days from the date of receiving the letter, the Supervisory Board must convene the meeting to consider to decide and execute the procedures of dismissal, removal and election of the <b>new</b> Chief of the Supervisory Board in accordance with the current provisions of law.</p> <p>8. Members of the Supervisory Board wishing to resign must send the resignation letter...</p> <p>9. In other cases...</p>	<p>provisions of clause 2, Article 169 at the above clause 3, Article 11 (on the dismissal of the members of the Supervisory Board).</p> <ul style="list-style-type: none"> <li>- To revoke the phrase “<b>In case the remaining members of the Supervisory Board are not shareholders, ... then proceed to execute the procedures of electing Chief of the Supervisory Board.</b>” in clause 7, Article 8 of the Decision 262 (corresponding to clause 6, Article 11 of the new draft document) as Article 5 of the new Draft Regulations of the Supervisory Board has revoked the provision that Chief of the Supervisory Board must be the shareholder of the Bank, as the reasons stipulated in the above clause 3.</li> <li>- To amend the terms in the original Clause 7 (corresponding to the new Clause 6) of which the meaning is not clear.</li> </ul>
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	<p>shareholders, within 15 (fifteen) days (from the date of resignation letter of of Chief of the Supervisory Board), the Supervisory Board must request the Board of Directors to convene the General Meeting of Shareholders to decide the number of the Supervisory Board to be sufficient with the provisions of the Charter of the Bank and elect the members of the Supervisory Board among the shareholders of the Bank, then proceed to execute the procedures of electing the Chief of the Supervisory Board.</p> <p>8.8. Members of the Supervisory Board wishing to resign must send the letter...</p> <p>8.9. In other cases...</p>		
<b>10</b>	<b>Article 10. Remuneration and operation expenses of the Supervisory Board</b>	<b>Article 13. Remuneration and operation expenses of the Supervisory Board</b>	
	<p>10.1. Members of the Supervisory Board shall be paid and receive benefits in accordance with the decisions of the General Meeting of Shareholders.</p> <p>10.2. <b>Operation expenses of the members of the Supervisory Board shall be</b></p>	<p><i>To amend the provisions of clause 2 as follows:</i></p> <p>1. Members of the Supervisory Board shall be paid and receive other benefits in accordance with the decisions of the General Meeting of Shareholders.</p> <p>2. <b>Operation expenses (for meals, accommodation, transportation, expenses</b></p>	<p>To amend the provisions of Clause 2 in accordance with Clause 2, Article 167 of the Law on Enterprises (Law on Enterprises stipulates that “Expenses for meals, accommodation, transportations and expenses on using the independent consultancy services of the members of the Supervisory Board shall be paid by the Bank in accordance with</p>

	<p><b>paid by the Bank in accordance with regulations.</b></p> <p>10.3. Benefits and operation expenses of the Supervisory Board shall be charged to the business expenses of the Bank in accordance with the provisions of the law on corporate income tax and othe relevant provisions of law and must be made into seperated sections in the Bank’s annual financial statement.</p>	<p><b>on using the independent consultancy services) of the members of the Supervisory Board shall be paid by the Bank in accordance with regulations.</b></p> <p>3. Benefits and operation expenses of the Supervisory Board shall be charged to the business expenses of the Bank in accordance with the provisions of the law on corporate income tax and other relevant provisions of law and must be made into seperated sections in the Bank’s annual financial statement.</p>	<p>the regulations”).</p>
<b>11</b>	<b>Article 12. Meeting of the Supervisory Board</b>	<b>Article 15. Meeting of the Supervisory Board</b>	
	<p>12.2. Regular and ad hoc meetings of the Supervisory Board shall be convened by the Chief of the Supervisory Board or the persons to temporarily hold the positions or the authorized persons <b>by</b> the the Chief of the Supervisory Board.</p> <p>12.3. Regular meetings of the Supervisory Board shall be convened once a quarter. The Supervisory Board may convene ad hoc meetings to settle</p>	<p><i>To amend the provisions of Clause 2 and 3, Article 12 of Decision 262 (corresponding to Article 15 of the new draft document) as follows:</i></p> <p>2. Regular and extraordinary meetings of the Supervisory Board shall be convened by the Chief of the Supervisory Board or the persons temporarily holding the position of the <b>Chief of the Supervisory Board</b> or the authorized persons <b>by</b> the the Chief of the Supervisory Board.</p> <p>3. Regular meetings of the Supervisory Board shall be convened once a quarter. The Supervisory Board may convene extraordinary meetings to settle urgent and risky issues of the Bank. The ad hoc meetings of the Supervisory</p>	<p>- To amend the provisions of subclause e, Clause 3, Article 12 to be appropriate with the provision of Clause 1, Article 23 of Decree 71. Such amended contents still ensure to be appropriate with the provisions of Circular 06/2010/TT-NHNN on the “at least two Supervisory Board members” (as the Supervisory Board has from 3 to 5 members so 2/3 of the Supervisory Board members shall be 2 or more).</p>

	<p>urgent and risky issues of the Bank. The ad hoc meetings of the Supervisory Board shall be conducted at the request of one of the following subjects:</p> <p>a) The Governor of the State Bank.  b) The Chairman of the Board of Directors.  c) At least 2/3 of the Board of Directors members.  d) The Chief of the Supervisory Board.  e) <b>At least two of the Supervisory Board members.</b>  f) The General Director.</p>	<p>Board shall be conducted at the request of one of the following subjects:</p> <p>a) The Governor of the State Bank.  b) The Chairman of the Board of Directors.  c) At least 2/3 of the Board of Directors members.  d) The Chief of the Supervisory Board.  e) <b>At least 2/3 of the number Supervisory Board members.</b>  f) The General Director.</p>	
<b>12</b>	<b>Article 13. Procedures for organizing and conducting the meeting of the Supervisory Board</b>	<b>Article 16. Procedures for organizing and conducting the meeting of the Supervisory Board</b>	
	<p>13.3. Meeting of the Supervisory Board shall be conducted when there are 2/3 (two thirds) of the number of members of the Supervisory Board or more directly attending <b>or authorizing the representative (being one of the member of the</b></p>	<p><i>To amend the provisions of Clauses 3 and 4, Article 13 of Decision 262 (corresponding to clauses 3 and 4, Article 16 of the draft document) as follows:</i></p> <p>3. Meeting of the Supervisory Board shall be conducted when there are 2/3 (two thirds) of the number of members of the Supervisory Board or more to directly attend <b>or authorize representatives (authorized persons) to attend the meeting if approved by the majority of the number of members of the</b></p>	<p>- Amending of the replacement person of the meeting of the Supervisory Board to be similar to the meeting of the Board of Directors in the draft Charter, in accordance with Article 22.3 of Circular 06/2010/TT-NHNN dated February 26, 2010 and Article 49.5 of Decree 59/2009/ND-CP dated July 16, 2009.</p> <p>- The adjustment of the timing of the second meeting of the Board is similar to the meeting of the Board of Directors in the draft Charter,</p>

	<p><b>Supervisory Board) to attend the meeting.</b></p> <p>13.4. In case the meeting of the Supervisory Board in convened but the number of participants is insufficient, the Chief of the Supervisory Board must convene the second meeting <b>within fifteen (15) days</b> from the date set to conduct the first meeting. After the second time of convening the meeting, if the number of participants is still insufficient, the Chief the Supervisory Board must notify the Chairman of Board of Directors and propose to convene the ad hoc General Meeting of Shareholders within the next thirty (30) days so that the General Meeting of Shareholders consider the attendees and and eligibility of the members of the Supervisory Board</p>	<p><b>Supervisory Board.</b></p> <p>4. In case the meeting of the Supervisory Board in convened but the number of participants is insufficient, the Chief of the Supervisory Board must convene the second meeting <b>within 07 (seven) days</b> from the date set to conduct the first meeting. After the second time of convening the meeting, if the number of participants is still insufficient, the Chief of the Supervisory Board must notify the Chairman of Board of Directors and propose to convene the ad hoc General Meeting of Shareholders within the next thirty (30) days so that the General Meeting of Shareholders consider the attendees and eligibility of the members of the Supervisory Board.</p>	<p>in accordance with Article 22.3 of Circular 06/2010/TT-NHNN dated February 26, 2010.</p>
<p><b>13</b></p>	<p><b>Article 14. Adoption of the decisions of the Supervisory Board</b></p>	<p><b>Article 17. Adoption of the decisions of the Supervisory Board</b></p>	
	<p>14.1. Each member of the Supervisory Board attending the meeting of the Supervisory Board shall have one</p>	<p><i>To amend the provisions of Clauses 1, 5 and 6, Article 14 of Decision 262 (corresponding to the new Article 17) as follows:</i></p> <p><b>1.</b> Each member of the Supervisory Board attending the meeting of the Supervisory Board shall have one vote at the meeting of</p>	<p>- The amendment of the provisions on the right to vote as authorized when the members of the Supervisory Board not</p>

	<p>vote at the meeting of the Supervisory Board. <b>When members of the Supervisory Board are not able to attend the meeting and have the power of attorney for other members of the Supervisory Board to attend the meeting, such members are authorized to vote</b> unless such members belong to the the members who are not entitled to vote on the issues to be voted.</p> <p>14.2. Members of the Supervisory Board having relevant benefits...</p> <p>14.3. When any doubt arises...</p> <p>14.4. Any relevant member of the Supervisory Board...</p> <p>14.5. Decisions of the Supervisory Board shall be approved when <b>more than 50%</b> of the attending members of the Supervisory Board entitled to vote for approval, including the written votes and authorized votes. In cases where the number of votes is equal, the final decision shall be in accordance with the opinion of <b>Chief of the Supervisory Board.</b></p> <p>14.6. Where the Supervisory Board collect written opinions to approve the decisions on one issue, the decision</p>	<p>the Supervisory Board. <b>If not directly attending the meeting, members of the Supervisory Board shall authorize other members of the Supervisory Board or send the written vote.</b> Authorized members of the Supervisory Board to attend the meeting shall be entitled to vote unless such members belong to the the members who are not entitled to vote on the issues to be voted. <b>In case the authorized persons to attend the meeting are not the members of the Supervisory Board, they are not entitled to vote.</b></p> <p>2. Members of the Supervisory Board having benefits related to...</p> <p>3. If any doubt arises...</p> <p>4. Any relevant member of the Supervisory Board...</p> <p>5. Decisions of the Supervisory Board shall be approved when the <b>majority</b> of the attending members of the Supervisory Board entitled to vote for approval, including the written votes and authorized votes. In cases where the number of votes is equal, the final decision shall be in accordance with the opinion of <b>Chairman of the meeting.</b></p> <p>6. Where the Supervisory Board collect written opinions to adopt the decisions on one issue, the decision shall be considered as equivalent to a decision adopted by the</p>	<p>directly attending the meeting is similar to the meeting of the Board of Directors and in accordance with the provisions of Article 22.3 of Circular 06/2010/TT-NHNN dated February 26, 2010 and Articles 49.4 and 49.5 of the Decree 59/2009/NĐ-CP dated July 16, 2009.</p> <ul style="list-style-type: none"> <li>- To amend the terms in Clause 5 to be consistent with the provisions of Clause 5, Article 70 of the Draft Charter of VCB.</li> <li>- To supplement the provisions of Clause 6 to be consistent with Clause 6, Article 70 of the Draft Charter of VCB.</li> </ul>
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	<p>shall be considered as equivalent to a decision approved by the members of the Supervisory Board at the regularly convened and organized meeting.</p> <p>14.7. The Chief of the Supervisory Board shall decide...</p>	<p>members of the Supervisory Board at the regularly convened and organized meeting, <b>if receiving the written approval of the majority of the members of the Supervisory Board entitled to vote on the issues to be voted.</b></p> <p>7. The Chief of the Supervisory Board shall decide...</p>	
<b>14</b>	<b>Article 15. Minutes of the meeting of the Supervisory Board</b>	<b>Article 18. Minutes of the meeting of the Supervisory Board</b>	
	<p>15.2. The Chairman of the meeting shall be liable for the making and delivery of the minutes of the meeting of the Supervisory Board and such minutes shall be considered the conclusive evidence of the activities conducted at the meetings unless there are complaints about the contents of such minutes within 10 (ten) days from the date of delivery the minutes.</p>	<p>To supplement the provisions of Clause 2, the original Article 15 (corresponding to the new Article 18) as follows:</p> <p>2. The Chairman of the meeting shall be liable for the making and delivery the minutes of the meeting of the Supervisory Board to members of the Supervisory Board and such minutes shall be considered the conclusive evidence of the activities conducted at the meetings unless there are complaints about the contents of such minutes within 10 (ten) days from the date of the delivery of the minutes. <b>Minutes of the meeting of the Supervisory Board must be retained in accordance with the regulations in order to determine the responsibilities of each member of the Supervisory Board.</b></p>	<p>To be appropriate with the provisions of Clause 1, Article 23 of Decree 71.</p>

15	Article 17. Information security	Article 20. Information security	
	<p>3. The information security shall continue to be conducted after the term of office of members of the Supervisory Board expired.</p>	<p>To amend the provisions of clause 3, the original Article 17 (corresponding to the new Article 20) as follows:</p> <p>3. After the expiration of the term of office, members of the Supervisory Board still have the obligation to secure the information <b>in accordance with the provisions of information security of the Bank (except for the confidential information publicized by the Bank and the Bank publicizes such information after the term of office of the members of the Supervisory Board has expired).</b></p>	<ul style="list-style-type: none"> <li>- To clarify the term <u>after the expiration of the term of office</u>, members of the Supervisory Board still have the obligation to secure the information (in accordance with the provisions of the Bank).</li> <li>- To supplement the provisions that after the expiration of the term of office, members of the Supervisory Board shall not have the obligation to secure the confidential information publicized by the Bank.</li> </ul>
16	Article 16. The right to be informed	Article 19. The right to be informed	
	<ol style="list-style-type: none"> <li>1. The Supervisory Board shall receive the following information, documents...</li> <li>2. The Board of Directors, General Director shall provide sufficient information, documents on the management, administration and business activities of the Bank at the request of the Supervisory Board.</li> <li>3. When one member of the Supervisory Board receives the information...</li> <li>4. Members of the Supervisory Board are entitled to access the files, documents of the Bank...</li> </ol>	<p>To amend/supplement the terms in clause 2 as follows:</p> <p>2. The Board of Directors, General Director <b>and other Managers of the Bank must fully, accurately and duly</b> provide sufficient information, documents on the management, administration and business activities of the Bank at the request of the <b>members of the Supervisory Board.</b></p>	<p>To amend the provisions to be sufficient and appropriate with the provisions of clause 5, Article 166 of the 2014 Law on Enterprises.</p>

17	Not yet declared	<b>Article 22. Report on the operation of the Supervisory Board at the annual General Meeting of Shareholders</b>	
	Not yet stipulated in the current Regulations of the Supervisory Board	<p>The report on the operation of the Supervisory Board submitted to the annual General Meeting of Shareholders, other than the provisions of law and Charter of the Bank, must have the following contents:</p> <ol style="list-style-type: none"> <li>1. Remuneration, operation expenses and other benefits of the Supervisory Board and each member of the Supervisory Board.</li> <li>2. The summary of the meetings of the Supervisory Board and conclusions, proposals of the Supervisory Board.</li> <li>3. Results of the supervision on the operation and financial position of the Bank.</li> <li>4. Results of the supervision on the Managers of the Bank.</li> <li>5. Results of the evaluation of the coordination between the Supervisory Board and Board of Directors, General Director and shareholders.</li> </ol>	To supplement the Article 22 in accordance with the provisions of Article 10 of Decree 71.
18	<b>Chapter III – IMPLEMENTATION PROVISIONS</b>	<b>Chapter III – ORGANIZATION OF IMPLEMENTATION</b>	
	<b>Article 20. Validity and amendmemnt and supplementaion</b> 20.1. This Regulation take effect from the	To amend the name of Chapter III to <b>ORGANIZATION OF IMPLEMENTATION</b> and amend the	- To amend the presentation in accordance with internal regulations of VCB (Charter of VCB, Regulations on organization and

	<p>date of signing.</p> <p><u>20.2. In case there are conflicts between this Regulation and the Charter of the Bank on the same issue, provisions of the Charter of the Bank shall be applied.</u></p> <p>20.3. All amendments and supplements to this Regulation shall be submitted by the Supervisory Board to the General Meeting of Shareholders of the Bank for adoption.</p> <p>20.4. Members of the Board of Directors, members of the Supervisory Board, General Director and other units and individuals of the Bank shall be liable for executing this Regulation.</p>	<p>provisions of this Chapter, including the following 2 Articles:</p> <p><b>Article 24. Amendments and supplements to the Regulation</b></p> <p>All amendments and supplements to this Regulation shall be proposed and submitted by the Supervisory Board to the General Meeting of Shareholders of the Bank for adoption.</p> <p><b>Article 25. Organization of implementation</b></p> <p>Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, <b>Directors of Departments, Chief Accountant, Directors of Center/units, Office Mangers of the Head Office, Directors of Branches, Directors of Representative office and Directors of wholly-owned Subsidiaries of JSC Bank For Foreign Trade of Vietnam</b> shall be liable for executing this Resolution.</p>	<p>operation of the Board of Directors, Regulations on internal governance).</p> <ul style="list-style-type: none"> <li>- To revoke clause 2, Article 21 of Decision 262 of the Draft Regulations, supplemented with Article 4 on the applicable documents.</li> </ul>
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