

**Table 4 – REVIEW AND AMENDMENT TO REGULATION OF ORGANIZATION AND OPERATION OF THE SUPERVISORY BOARD OF JSC BANK FOR FOREIGN TRADE OF VIETNAM**

*(Attached with the proposal of SP&BODs Department, Operation Supervision Department and Legal Department dated...)*

No	Article	CURRENT REGULATION (Decision No. 661/QĐ-VCB-BKS)	AMENDMENT (Regulation draft)	BASIS/REASON
1.	<b>Issuance basis</b>	<p>Pursuant to the <b>Law on Enterprises No. 68/2014/QH13 dated November 26, 2014</b>;</p> <p>Pursuant to <b>Decree No. 71/2017/ND-CP dated June 06, 2017</b> of the Government on corporate governance applicable to public companies;</p> <p>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 <b>Resolution No. 12/TN2019/NQ-DHDCD dated 26/04/2019</b>;</p> <p>Pursuant to the Resolution <b>No.12 /NQ-NHNT.DHDCD dated 26/04/2019</b> of the General Meeting of Shareholders of...</p>	<p>Pursuant to the <b>Law on Enterprises No. 59/2020/QH14 dated June 17, 2020</b>;</p> <p>Pursuant to <b>Decree No. 155/2017/ND-CP dated December 31, 2020</b> of the Government on detailed implementation of Securities Law;</p> <p>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 <b>Resolution No. ... dated</b> ;</p> <p>Pursuant to the Resolution <b>No. .../NQ-NHNT.DHDCD dated</b> ... of the General Meeting of Shareholders of...</p>	<p>- Correct the name of the new Law on Enterprises taking effect in 2020 (Law on Enterprises 2020) replacing the Law on Enterprises taking effect in 2014 (Law on Enterprises 2014)</p> <p>- Update Decree No.155/2020/ND-CP dated 31/12/2020 in replacement of Decree No.71/2017/ND-CP.</p> <p>- To be updated when the Resolution is approved</p>
2.	<b>Article 2</b>	<p>This decision shall take effect from the date of signing and replace <b>Decision No. 776/QĐ-NHNT.BKS dated April 27, 2018</b> of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam...</p>	<p>This decision shall take effect from the date of signing and replace <b>Decision No. 661/QĐ-NHNT.BKS dated April 26, 2019</b> of the Supervisory Board of JSC Bank for Foreign Trade of Vietnam...</p>	<p>Update the Document number of Regulation of organization and operation of the supervisory board (SB regulation) which is to be replaced.</p>
3.	<b>Article 3</b>	<p>Members of the Board of Directors, members of the Executive Board, members of the Supervisory Board, Heads of Groups, Chief Accountant, Directors of</p>	<p>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</p>	<p>In compliance with VCB Charter.</p>

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		Centers/Departments, Directors of branches, Directors of Representative office and General Directors/Directors of wholly-owned subsidiaries of the JSC Bank for Foreign Trade of Vietnam are liable for the execution of this Decision./.	of Representative office, <b>Director of Non-business units and Chairman of Unit Member</b> and General Directors/Directors of wholly-owned subsidiaries of the JSC Bank for Foreign Trade of Vietnam are liable for the execution of this Decision./.	
4.	<b>Article 1</b>	<p><b>Article 1. Scope of governance</b></p> <p>The Regulation on organization and operation of JSC Bank For Foreign Trade of Vietnam stipulate in detail the organization, operation, <b>obligations</b>, business procedures and business relationships of the Supervisory Board of JSC Bank For Foreign Trade of Vietnam <i>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.</i></p>	<p><b>Amend Article 1. Scope of governance:</b></p> <p>The Regulation on organization and operation of JSC Bank For Foreign Trade of Vietnam stipulate in detail the organization, operation, <b>tasks, authority</b>, business procedures and business relationships of the Supervisory Board of JSC Bank For Foreign Trade of Vietnam</p>	Shorten the wording.
5.	<b>Article 2</b>	<p><b>Article 2. Applicability</b></p> <p>1. Members of the Board of Directors, members of the Executive Board and members of the Supervisory Board.</p> <p>2. Heads of Group, Chief Accountant, Directors of Center/Department, at the Head Office, Directors of Branch, Directors of Representative office and General</p>	<p><b>Amend Article 2. Applicability</b></p> <p>1. Members of the Board of Directors, members of the Executive Board and members of the Supervisory Board <b>of JSC Bank for Foreign Trade of Vietnam.</b></p> <p>2. Heads of Group, Chief Accountant, Directors of Center/Department, at the Head Office, Directors of Branch, Directors of Representative office, Director of <b>Non-business Units and Chairman of Unit member</b></p>	In compliance with VCB Charter.

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		<p>Directors/Directors of wholly-owned subsidiary of the Bank.</p> <p>3. Individuals, supporting units related to the operation of the Supervisory Board.</p>	<p>and General Directors/Directors of wholly-owned subsidiary of the Bank.</p> <p>3. Individuals, units <b>related to</b> the operation of the Supervisory Board</p>	
6.	<b>Article 3</b>	<p><b>Article 3. Abbreviations and interpretation 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>- Regulation: Regulation of 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 JSC Bank for Foreign Trade of Vietnam.</li> <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 used in this Regulation have the same meaning as defined in the Charter of the Bank.</p>	<p><b><i>Amend, implement and rearrange abbreviations in Item 1, Article 3:</i></b></p> <p>1. Abbreviations:</p> <ul style="list-style-type: none"> <li>- Supervisory Board: Supervisory Board of JSC Bank Foreign Trade of Vietnam.</li> <li>- <b>Executive Board: Executive Board of JSC bank Foreign Trade of Vietnam.</b></li> <li>- General Meeting of Shareholders: General Meeting of Shareholders 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>- Board of Directors: Board of Directors of JSC Bank for Foreign Trade of Vietnam.</li> <li>- The Bank: Joint Stock Commercial Bank for Foreign Trade of Vietnam.</li> <li>- Regulation: Regulation of organization and operation of Supervisory Board of JSC Bank for Foreign Trade of Vietnam.</li> </ul> <p>2. Interpretation of terms: the terms used in this Regulation have the same meaning as defined in the Charter of the <b>JSC Bank for Foreign Trade of Vietnam.</b></p>	<ul style="list-style-type: none"> <li>- Add abbreviations of: “Executive Board”, remove abbreviations of “TMCP”.</li> <li>- Rearrange abbreviations according to alphabetical order...</li> </ul>

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7.	<b>Article 5</b>	<p><b>Item 1 Article 5. Structure, organization of the Supervisory Board</b></p> <p>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 <i>of which the election method</i> is 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...</p>	<p><b>Amend Item 1 Article 5. Structure, organization of the Supervisory Board:</b></p> <p>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 <b>in accordance with</b> the provisions of the Charter of the Bank and <b>the Law</b>, the specific member of the Supervisory Board for each term of office shall be determined by the General Meeting of Shareholders...</p>	Removal of “of which the election method is” and add “the Law”
8.	<b>Article 5</b>	<p><b>Item 2 Article 5. Structure, organization of the Supervisory Board</b></p> <p>2. <b>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.</b> Head of the Supervisory Board must <i>be a professional accountant or auditor, work full-time</i> at the Bank and satisfy the standards and conditions stipulated in Article 9 of this Regulation.</p>	<p><b>Amend Item 2 Article 5. Structure, organization of the Supervisory Board</b></p> <p>2. <b>Members of the Supervisory Board shall elect one member of the Supervisory Board to be the Head of the Supervisory Board, the election, dismissal are based on the principle of plurality voting.</b> Head of the Supervisory Board must satisfy the standards and conditions stipulated in Article 9 of this Regulation.</p>	In accordance with Article 2, Item 168 of 2020 Law on Enterprises.
9.	<b>Article 6</b>	<p><b>Item 1, Article 6. Duties and powers of the Supervisory Board</b></p> <p>1. To supervise the compliance with law and the Charter of the Board of Directors, General Director, other managers in terms of <b>management</b> and administration</p>	<p><b>Amend Item 1, Article 6. Duties and powers of the Supervisory Board</b></p> <p>1. To supervise the compliance with law and the Charter of the Board of Directors, General Director, other managers in terms of <b>governance</b> and administration</p>	In compliance with Article 45.1 Law on Credit Institutions.

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10.	<b>Article 6</b>	<i>The current SB regulations does not stipulate the duties and powers of the Supervisory Board (in Article 6) in the election, dismissal, and removal of the Head of the Supervisory Board; the election, dismissal, and removal of the Head of the Supervisory Board are stipulated in Article 8 on the duties and powers of <b>the members of the Supervisory Board</b>.</i>	<b>Adding a new Clause to Article 6 on duties and powers of the Supervisory Board:</b>  <b>Election, dismissal and removal of Head of the Supervisory Board in accordance with regulations.</b>	In compliance with Article 2, Item 168; Article 1, 2, item 174 of 2020 Law on Enterprises .
11.	<b>Article 6</b>	<b>Item 3, Article 6. Duties and powers of the Supervisory Board</b>  3. To decide on the organizational structure, duties and rights of the internal audit department. <b>To regulate the standards of internal auditors.</b> To appoint, dismiss, discipline, suspend and make decision on the salary and other benefits for the positions of the internal auditing department <b>in accordance with relevant provisions of the laws, the regulations of the Supervisory Board and the other internal regulations of The bank.</b>	<b>Amend into Item 4, Article 6. Duties and powers of the Supervisory Board:</b>  4. To decide on the organizational structure, duties and rights of the internal audit department. <b>To regulate the standards of internal auditors, internal supervisor under Supervisory Board, internal supervisor of supervisory Board and assign duties to internal auditor, internal supervisor under Supervisory Board.</b> To appoint, dismiss, discipline, suspend and make decision on the salary and other benefits for the positions of the internal auditing department <b>in accordance with relevant provisions of the laws and the other internal regulations of The bank.</b>  <i>Sửa đổi thành Khoản 4 Điều 6. Nhiệm vụ và quyền hạn của Ban kiểm soát:</i>	In compliance with Article 44.3 of 2010 Law on Credit Institutions.
12.	<b>Article 6</b>	<b>Item 8, Article 6. Duties and powers of the Supervisory Board</b>  8. To appraise the financial statements of the	<b>Amend into Item 8, Article 6. Duties and powers of the Supervisory Board</b>  8. Appraise and report to the General Meeting of	Shorten and rearrange the wording.

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		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.	Shareholders about evaluation of the following reports: (i) 06 month and annual financial report of the Bank, 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.	
13.	<b>Article 6</b>	<i>Article 6 of the current Regulation of the Supervisory Board does not specifically stipulate that the Supervisory Board has the duties and powers “Reviewing contracts, transactions with related persons under the approval authority of the BOD and the General Meeting of Shareholders and making recommendations on contracts &amp; transactions which requires approval of the Board of Directors or the General Meeting of Shareholders ”.</i>	<b>Add new Item:</b> <b>Reviewing contracts, transactions with related persons under the approval authority of the BOD and the General Meeting of Shareholders and making recommendations on contracts &amp; transactions which requires approval of the Board of Directors or the General Meeting of Shareholders</b>	In accordance with Article 3, Item 170 of 2020 Law on Enterprises.
14.	<b>Article 6</b>	<b>Item 8, Article 6. Duties and powers of the Supervisory Board</b>	<b>Amend into Item 10 Article 6. Duties and powers of the Supervisory Board</b>	In compliance with VCB Charter, Item 5, Article 45 of 2010 Law on Credit Institutions and Item 5 Article 170, Item 2 Article 115 of

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		10. 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...	10. 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 major shareholder or a major group of shareholders as stipulated by the Law. The Supervisory Board shall...	2020 Law on Enterprises.
15.	Article 8	<p><b>Clause 1 Article 8. Rights, obligations and duties of the members of the Supervisory Board</b></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>b) To appoint, dismiss and remove the Head of the Supervisory Board.</p> <p>c) To request the Head of the Supervisory Board to convene an ad hoc meeting of the Supervisory Board.</p> <p>d) <b>To request an ad hoc meeting of the Board of Directors</b> in accordance with the provisions of the Charter of the Bank and the provisions of law.</p>	<p><b>Clause 1 Article 8. Rights, obligations and duties of the members of the Supervisory Board is amended as follows:</b></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>b) To appoint, dismiss and remove the Head of the Supervisory Board.</p> <p>c) <b>To request the Head of the Supervisory Board to convene an ad hoc meeting of the Supervisory Board</b> in accordance with the Bank's Charter and Law</p> <p>d) <b>To propose to the Supervisory Board to request an ad hoc meeting of the Board of Directors</b> in accordance with the provisions of the Charter of the Bank and the provisions of law.</p>	In accordance with Articles 45.8 and 45.9 of the Law on Credit Institutions, 2010.

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		e) <b>To request an</b> Extraordinary General Meeting of Shareholders in accordance with the provisions of the Charter of the Bank and the provisions of law. f) ...	e) ...	
16.	<b>Article 11</b>	<b>Article 11. Cases of not holding the same positions with the members of the Supervisory Board and Chief of the Supervisory Board</b> 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 <b>hold (đảm nhận)</b> other positions as stipulated in clause 2 of this Article. 2. Members of the Supervisory Board must not concurrently <b>be</b> : ...	<b>Article 11. Cases of not holding the same positions with the members of the Supervisory Board and Chief of the Supervisory Board is amended as follows:</b> 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 <b>hold (đảm nhiệm)</b> other positions as stipulated in clause 2 of this Article. 2. Members of the Supervisory Board must not concurrently <b>hold one of the following positions</b> : ...	In accordance with Article 34 of the Law on Credit Institutions, 2010.
17.	<b>Article 12</b>	<b>Clause 2 Article 12. Automatically losing the status; dismissal, removal the members of the Supervisory Board</b> <b>2. Members of the Supervisory Board shall be dismissed in the following cases:</b> a) <b>To have a restricted capacity for civil acts (Năng lực dân sự bị hạn chế).</b> b) <i>To fail to execute their rights and obligations for 06 (six) consecutive months, except in case of force majeure.</i>	<b>Clause 2 Article 12. Automatically losing the status; dismissal, removal the members of the Supervisory Board is amended as follows:</b> <b>2. General Meeting of Shareholders shall dismiss members of the Control Board in the following cases:</b> a) <b>To have a restricted capacity for civil acts (Bị hạn chế năng lực hành vi dân sự).</b> b) 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	In accordance with Clause 1 Article 174 of the Law on Enterprises, 2020; Clause 1.a, Article 36 of the Law on Credit Institutions, 2010.



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		<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 approved in accordance with the provisions of Clause 7 of this Article.</p> <p>d) <i>In accordance with the decisions of the General Meeting of Shareholders.</i></p> <p>e) Other cases in accordance with the provisions of the Charter of the Bank and the provisions of law.</p>	<p>accordance with the provisions of Clause 7 of this Article.</p> <p>c) Other cases in accordance with the provisions of the Charter of the Bank and the provisions of law.</p>	
18.	<b>Article 12</b>	<p><b>Clause 3 Article 12. Automatically losing the status; dismissal, removal the members of the Supervisory Board</b></p> <p><b>3. Members of the Supervisory Board shall be removed in the following cases:</b></p> <p>a) Not to finish their duties and assigned works;</p> <p>b) <b>To seriously and repeatedly violate the obligations</b> of the members of the Supervisory Board stipulated in this Regulation and the Charter of the Bank.</p> <p>c) <b>In accordance with the decisions of the General Meeting of Shareholders.</b></p>	<p><b>Clause 3 Article 12. Automatically losing the status; dismissal, removal the members of the Supervisory Board is amended as follows:</b></p> <p><b>3. General Meeting of Shareholders shall remove members of the Supervisory Board in the following cases:</b></p> <p>a) Not to finish their duties and assigned works;</p> <p>b) <b>To repeatedly and seriously violate the duties</b> of the members of the Supervisory Board stipulated in this Regulation and the Charter of the Bank.</p> <p>c) <b>To fail to execute their rights and duties for 06 (six) consecutive months, except in case of force majeure.</b></p> <p>d) <b>Other cases according to the resolution of the General Meeting of Shareholders.</b></p>	In accordance with Clause 2 Article 174 of the Law on Enterprises, 2020.
19.	<b>Article 12</b>	<p><b>Clause 9 Article 12. Automatically losing the status; dismissal, removal the members of the Supervisory Board</b></p>	<p><b>Clause 9 Article 12. Automatically losing the status; dismissal, removal the members of the Supervisory Board is amended as follows:</b></p>	Remove the phrase "in other cases".

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		<p><b>In other cases</b>, 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.</p>	<p>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.</p>	
20.	<b>Article 13</b>	<p><b>Article 13. Duties of the assisting units of the Supervisory Board</b></p> <p>1. <b>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.</b></p> <p>2. <b>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.</b></p>	<p><b>Article 13. Duties of the assisting units of the Supervisory Board is amended as follows:</b></p> <p>1. <b>Assisting units of the Supervisory Board: to assist the Supervisory Board to perform the functions and duties of the Supervisory Board in accordance with the internal regulations of the Bank.</b></p> <p>2. <b>The internal auditing department: to conduct the duties in accordance with the law and the internal regulations of the Bank.</b></p>	<p>In accordance with Clause 3 Article 44 of the Law on Credit Institutions, 2010; Clause 10 Article 170 of the Law on Enterprises, 2020.</p>
21.	<b>Article 15</b>	<p><b>Article 15. Working regime of the Supervisory Board</b></p> <p>15. The members may have comments on the annual financial statements, the six-monthly <b>financial appraisal</b> 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.</p>	<p><b>Article 15. Working regime of the Supervisory Board is amended as follows:</b></p> <p>15. The members may have comments on the annual financial statements, the six-monthly <b>appraisal of financial statements</b> 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.</p>	<p>Amend the phrase "financial appraisal" to "appraisal of financial statements" to comply with Clause 8 Article 6 on duties and powers of the Supervisory Board which is to evaluate the financial statements of the bank.</p>
22.	<b>Article 16</b>	<p><b>Clause 4 Article 16. Meeting of the Supervisory Board</b></p>	<p><b>Clause 4 Article 16. Meeting of the Supervisory Board is amended as follows:</b></p>	<p>In accordance with Clause 4 Article 69 of the Charter of VCB.</p>

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		<p>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 <b>the provincial branches of the State Bank at centrally administered provinces and cities where such branches are based</b> 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).</p>	<p>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 <b>competent state agencies according to regulations</b> 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).</p>	
23.	<b>Article 17</b>	<p><b>Article 17. Procedures for organizing and conducting the meeting of the Supervisory Board</b></p> <p>1. All the regular or ad hoc meetings must</p>	<p><b>Article 17. Procedures for organizing and conducting the meeting of the Supervisory Board is amended as follows:</b></p> <p>1. All the regular or ad hoc meetings must have the</p>	Edit wording some words / phrases for clarity.

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		<p>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 <i>of the Supervisory Board</i> shall support the documents preparation for the meeting.</p> <p>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 <b>and the votes for the members of the Supervisory Board</b>. 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.</p>	<p>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 shall support the documents preparation for the meeting.</p> <p>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, <b>the votes of the members of the Supervisory Board</b>. 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.</p>	
24.	<b>Article 18</b>	<p><b>Clause 4 Article 18. Adoption of the decisions of the Supervisory Board</b></p> <p>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.</p>	<p><b>Clause 4 Article 18. Adoption of the decisions of the Supervisory Board is amended as follows:</b></p> <p>4. Any relevant member of the Supervisory Board related to one contract, <b>transaction</b> stipulated in clause 1, Article 75 of the Charter of the Bank shall be deemed to have the material benefits from such contract, <b>transaction</b>.</p>	In accordance with Article 167 of the Law on Enterprises, 2020.
25.	<b>Article</b>	<b>Clause 7 Article 18. Adoption of the</b>	<b>Clause 7 Article 18. Adoption of the decisions of the</b>	Adding a method of sending opinion cards and

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	18	<p><b>decisions of the Supervisory Board</b></p> <p>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.</p>	<p><b>Supervisory Board</b> <i>is amended as follows:</i></p> <p>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 <b>hand-deliver or</b> 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.</p>	documents related to members of the Supervisory Board for all cases and corrected in accordance with reality.
26.	<b>Article 20</b>	<p><b>Clause 4 Article 20. The right to be informed</b></p> <p>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 <b>the places where</b> the managers and employees of the Bank <b>work</b>.</p>	<p><b>Clause 4 Article 20. The right to be informed</b> <i>is amended as follows:</i></p> <p>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 <b>the work sites of</b> the managers and employees of the Bank <b>during business hours to perform duties</b>.</p>	In accordance with Clause 2 Article 171 of the Law on Enterprises, 2020.
27.	<b>Article 22</b>	<p><b>Article 22. Relationships of the Supervisory Board</b></p> <p>1. Relationship with the State management agencies, shareholders:</p> <p>a) The Supervisory Board shall execute the reporting system to the State management agencies in accordance with the current provisions...</p>	<p><b>Article 22. Relationships of the Supervisory Board</b> <i>is amended as follows:</i></p> <p>1. <b>Relationship</b> with the State management agencies <b>and</b> shareholders:</p> <p>a) The Supervisory Board shall execute <b>the sending reports system</b> to the State management agencies in accordance with the current provisions...</p> <p>2. <b>Relationship</b> with the Board of Directors: ...</p>	Editing wording of some words / phrases for clarity and suitable with actual practices.

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		<p>2. Relation with the Board of Directors: ...</p> <p>b) The Board of Directors <i>shall ensure that the Chief of the Supervisory Board is entitled</i> to attend the regular or ad hoc meetings of the Board of Directors...</p> <p>3. Relation with the Supervisory Board and the Executives: ...</p> <p>b) The General Director commands the risk management department and related departments to provide full information on risks to the Supervisory Board to serve the internal audit planning...</p> <p>4. Relation with the units in the Bank system: ...</p> <p>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 <b>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.</b></p> <p>c) The units (offices, departments, centers of the Head Office of the Bank, member</p>	<p>b) The Board of Directors <b>shall invite the Chief of the Supervisory Board or the members of the the Supervisory Board</b> to attend the regular or ad hoc meetings of the Board of Directors...</p> <p>3. <b>Relationship</b> with the Supervisory Board and the Executives: ...</p> <p>b) The General Director commands the risk management department and related departments to provide full information on risks <b>of the Bank</b> to the Supervisory Board to serve the internal audit planning...</p> <p>4. <b>Relationship</b> with the units in the Bank system: ...</p> <p>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; <b>to report on the results of execution of the resolutions of the Supervisory Board within the prescribed time.</b></p> <p>c) The units (offices, departments, centers of the Head Office of the Bank, member units of the Bank) shall conduct the coordination mechanism <b>during working</b> with the Supervisory Board in accordance with the internal regulations of the Bank.</p>	

No	Article	CURRENT REGULATION (Decision No. 661/QĐ-VCB-BKS)	AMENDMENT (Regulation draft)	BASIS/REASON
		units of the Bank) shall conduct the coordination mechanism with the Supervisory Board in accordance with the internal regulations of the Bank.		
28.	<b>Article 23</b>	<p><b>Article 23. Report on the operation of the Supervisory Board at the annual General Meeting of Shareholders</b></p> <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>	<p><b>Article 23. Report on the operation of the Supervisory Board at the annual General Meeting of Shareholders</b> <i>is amended as follows:</i></p> <p>The report of the Supervisory Board submitted to the annual General Meeting shall comply with the provisions of law and the internal regulations of the Bank.</p>	In accordance with the Law on Credit Institutions, Law on Enterprises, 2020, Decree 155/2020 / ND-CP guiding the Law on Enterprises 2020 and other sub-law documents.
29.	<b>Article 24</b>	<p><b>Article 24. Rewards and discipline</b></p> <p><i>1. Members of the Supervisory Board shall be rewarded or disciplined in accordance with the Regulations on the reward and</i></p>	<p><b>Article 24. Rewards and discipline</b> <i>is amended as follows:</i></p> <p><i>The evaluation, commendation and discipline of members of the Supervisory Board, officers of the</i></p>	Revise Article 24 to ensure compliance with current relevant regulations.

No	Article	CURRENT REGULATION (Decision No. 661/QĐ-VCB-BKS)	AMENDMENT (Regulation draft)	BASIS/REASON
		<p><i>discipline of the Bank.</i></p> <p><i>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.</i></p> <p><i>3. The Supervisory Board shall evaluate the performance of the officers of the Supervisory Board to serve as a basis for reward and discipline in accordance with the provisions of the Bank.</i></p>	<p><i>Supervisory Board shall comply with the provisions of the Charter, Internal Administration Regulations and other internal regulations of the Bank.</i></p>	
30.	<b>Article 26</b>	<p><b>Article 26. Implementation</b></p> <p>Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, Group Directors, Chief Accountant, Directors of Center/Departments at Head Office, Directors of Branches, Directors of Representative office and General Directors/Directors of wholly-owned subsidiaries JSC Bank For Foreign Trade of Vietnam shall be liable for executing this Resolution.</p>	<p><b>Article 26. Implementation</b> <i>is amended as follows:</i></p> <p>Members of the Board of Directors, members of Executive Board, members of the Supervisory Board, Group Directors, Chief Accountant, Directors of Center/Departments at Head Office, Directors of Branches, Directors of Representative office, <b>Director of non-business units</b> and <b>Chairman of Board of Members</b>/General Directors/Directors of wholly-owned subsidiaries JSC Bank For Foreign Trade of Vietnam shall be liable for executing this Resolution.</p>	<p>Make amendments in accordance with the Charter of VCB and the current situation of management and operation of VCB's subsidiaries.</p>