

DRAFT



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

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

This document is used with the only purpose of serving the operation of JSC Bank for Foreign Trade of Vietnam. The usage of this document is in accordance with the Regulations on documentation and document management of JSC Bank for Foreign Trade of Vietnam.

No.:/QĐ-HĐQT-PC

Hanoi,, 2019

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 Circular No. 13/2018/TT-NHNN dated May 18, 2018 and Circular No. 40/2018/TT-NHNN dated December 28, 2018 amended and supplemented Circular No. 13/2018/TT-NHNN of the State bank regulations of the internal control system of commercial banks and foreign bank branches;

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 / /2019 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. 776/QD-NHNT.BKS dated April 27, 2018 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 General Directors/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**

Truong Le Hien

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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 General Directors/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 **of the Board of Directors, General Director and other management people** 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, internal audit plan, ethics standard of work for members of the Supervisory Board, internal auditors; to review internal regulations of Board of Supervisors, important policies on accounting and report on an annual basis.

3. To decide on the organizational structure, duties and rights of the internal audit department. To regulate the standards of internal auditors. To appoint, dismiss, discipline, suspend and make decision on the salary and other benefits for the positions of the internal auditing department in accordance with relevant provisions of the laws, the regulations of the Supervisory Board and the other internal regulations of The bank.

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

6. To supervise members of the Supervisory Board, internal auditors in accordance with law and the Bank's internal policies in term of the followings:

a. To supervise, evaluate the implementation of the ethics standards of members of the Supervisory Board, internal auditors.

b. To supervise the internal audit department in:

i. The implementation of internal audit;

ii. Reviewing and evaluating the effectiveness of internal audit and the results of the performance of the Chief Auditor;

iii. Handling, overcoming shortcomings and deficiency on internal audit according to the requirements and recommendations of the State Bank, independent auditing organizations and other functional agencies.

7. 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.

8. 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.

9. To propose and recommend the General Meeting of Shareholders to approve the independent auditing organization to audit the financial statements **and internal control activities** of the Bank.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

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

17. Other duties and powers in accordance with the provisions of the Charter and the other internal regulations 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. These transactions must be disclosed in accordance with the laws and internal regulations of the Bank.

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 health that meets the work requirements of the Bank and professional ethics and have a good command of Law.

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. Standards of professional ethics of members of the Supervisory Board, Chief of the Supervisory Board

1. Integrity: To perform assigned tasks in a straightforward and honest manner;

2. Objective: To perform tasks assigned objectively; fair assessment is not for personal gain or the benefit of others;

3. Security: To comply with regulations on information security in accordance with the laws and the internal regulations of the Bank;

4. Responsibility: To perform assigned work to ensure progress and quality;

5. Careful: carry out the assigned work carefully on the basis of evaluating the following factors:

- a) The complexity and importance of work content
- b) The possibility of serious errors in the process of doing the job.

Article 11. 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 12. 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 13. 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 14. 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 seperated sections in the Bank's annual financial statement.

SECTION II - OPERATION OF THE SUPERVISORY BOARD

Article 15. 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 16. 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 17. 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 18. 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 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 19. 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 20. 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 21. 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 22. 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 Board of Directors coordinates with the Supervisory Board, Internal audit department while performing internal audit on supervision of senior managers to the Board of Directors.

d) 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 to the Board of Directors (if any), the Board of Directors shall consider them to come to conclusions, organizes the implementation of recommendations of the Supervisory Board and notify the Supervisory Board of the results of implementing the recommendations.

e) 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.

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

3. Relationship with the Supervisory Board and the Executives:

a) The General Director coordinates with the Supervisory Board, Internal audit department while performing internal audit on supervision of senior managers to the General Director.

b) The General Director commands the risk management department and related departments to provide full information on risks to the Supervisory Board/ **Internal Audit** to serve the internal audit planning.

c) 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.

d) 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.

e) 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 Executive 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.

f) 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.

g) 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 General Director receives internal reports on internal audit, organizes the implementation of recommendations of the Supervisory Board to the General Director in the report of internal audit

results (if any) and notify the Supervisory Board of the results of implementing the recommendations.

h) 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, departments, centers 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 23. 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 24. 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 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.

Chapter III

ORGANIZATION OF IMPLEMENTATION

Article 25. Amendments and supplements to the Regulation

Amendments, supplements or replacements to this Regulation shall be proposed and submitted by the Supervisory Board to the General Meeting of Shareholders of for adoption.

Article 26. Organization of implementation

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.

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

