

REGULATIONS ON

ORGANIZATION AND OPERATION OF BOARD OF SUPERVISORS

*(Issued together with Decision No./...../QĐ-BKS dated...../...../2017
of the Board of Supervisors of Saigon Thuong Tin Commercial Joint Stock Bank)*

CHAPTER I GENERAL PROVISIONS

Article 1. Subjects and scope of regulations

1. Regulations on Organization and Operation of Board of Supervisors of Saigon Thuong Tin Commercial Joint Stock Bank (hereinafter referred to as the Regulation) specifies the organization and operation of Board of Supervisors of Saigon Thuong Tin Commercial Joint Stock Bank.
2. All operations of Board of Supervisors and its members, units and individuals relating to the organization and operation of the Board of Supervisors shall comply with provisions of the Charter of Sacombank, this Regulation, Law on Credit Institutions and other provisions of applicable laws; in order to protect legitimate interests of shareholders.

Article 2. Definitions and interpretation

1. **“Sacombank”** means Saigon Thuong Tin Commercial Joint Stock Bank.
2. **“Units”** includes branches, transaction offices, centers, regional offices and professional departments/divisions of Sacombank, subsidiaries/subsidiary banks of Sacombank.
3. **“Internal control system”** means a set of internal mechanisms, policies, procedures, regulations, and organizational structures of Sacombank which is developed in accordance with laws and implemented as a guarantee to prevent, detect and timely deal with risks as well as to meet requirements as set forth.
4. **“Internal audit operation”** means an independent and objective review and assessment to the internal control systems; independent evaluation on the conformity and compliance with internal regulations, policies, procedures as established in Sacombank; provision of recommendations to improve the effectiveness of systems, procedures, regulations to guarantee the safe, efficient and legal operation of Sacombank.
5. **“Internal audit”** means a unit specialized in implementing internal audit operations of Sacombank and directly under the Board of Supervisors.
6. **“Affiliated person”** of an organization or individual means an organization or individual who has direct or indirect relationship with such organization or individual according to applicable laws.

7. **“Sacombank’s Managers”** includes Chairman, members of Board of Directors, General Director and other managerial positions as regulated by the Board of Directors in consistent with regulations of applicable laws.
8. **“Executive Committee”** means General Director, Deputy General Director and other equivalent positions according to internal regulations of Sacombank.
9. **“Sacombank’s Executives”** includes General Director, Deputy General Director, Chief Accountant, Directors of branches and other equivalent positions as stipulated in the Charter of Sacombank.
10. **“Major Shareholders”** means shareholders who own, directly or indirectly, from 5% of the voting shares or more.

CHAPTER II

FUNCTIONS, TASKS AND POWERS OF THE BOARD OF SUPERVISORS

Article 3. Functions of the Board of Supervisors

Board of Supervisors is a specialized unit of Sacombank who is responsible to the General Meeting of Shareholders for the implementation of internal audits, control and assessment of the observance of applicable laws, internal regulations, Charter, resolutions and decisions of the General Meeting of Shareholders, Board of Directors.

Article 4. Responsibilities of members of the Board of Supervisors

1. Comply with the applicable laws, Sacombank’s Charter, resolutions of the General Meeting of Shareholders and professional ethics in the implementation of rights and obligations as assigned.
2. Perform all assigned rights and obligations in the best, honest and careful manner in order to ensure the highest legitimate interest of Sacombank.
3. Be loyal to interests of Sacombank and shareholders; not use any information, know-how, business opportunities, positions, titles and assets of Sacombank for personal benefits or for the benefits of other organizations and individuals.
4. Other obligations as stipulated by applicable laws and Sacombank’s Charter.
5. In case of violation of provisions under Clauses 1, 2, 3 and 4 of this Article which causes any damage to Sacombank or other persons, members of the Board of Supervisors shall be individually or jointly responsible for compensation for such damage. All incomes and benefits owned by such members of the Board of Supervisors shall be returned to Sacombank.
6. In case of detecting the violation of the performance of assigned rights and obligations by any member of the Board of Supervisors, the Board of Directors must notify the Board of Supervisors in writing and require the violator to terminate such violations and take remedial measures.

Article 5. Tasks and powers of the Board of Supervisors

1. Supervise the compliance with regulations of applicable laws and Charter of Sacombank in the governance and administration of Sacombank; supervise the financial situations of Sacombank, the legality in activities of members of the Board of Directors, General Director, other managerial officers, the operation coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders and other tasks in accordance with the laws and the Charter in order to protect the legitimate interests of Sacombank and its shareholders.
2. Be responsible to shareholders for its supervision activities; be liable to the General Meeting of Shareholders for the implementation of assigned tasks and powers.
3. Issue internal regulations of the Board of Supervisors; annually review all internal regulations of the Board of Supervisors, important accounting and reporting policies.
4. Implement internal audit functions; have the right to use independent consultants and other rights to access as well as receive sufficient, accurate and timely information and documents relating to the management and administration of Sacombank in order to carry out assigned tasks and powers.
5. Appraise annual and biannual financial statements of Sacombank; report to the General Meeting of Shareholders on appraisal results of financial statements, on the results of assessment of reasonability, legality, truthfulness and prudence in accounting, statistics and preparation of financial statements. The Board of Supervisors may consult with the Board of Directors before submitting reports and proposals to the General Meeting of Shareholders.
6. Examine accounting books, other documents and the management and administration of Sacombank as needed or under resolutions and decisions of the General Meeting of Shareholders or at the request of major shareholders or groups of major shareholders in consistent with provisions of applicable laws. The Board of Supervisors shall conduct the inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Board of Supervisors shall have to report and explain matters requested to be inspected to the requesting organizations or individuals. The inspection by the Board of Supervisors as stipulated in this clause shall not obstruct or interfere with normal management and administration of Sacombank's business operations.
7. Promptly notify the Board of Directors when finding out that Sacombank's Managers and other managerial officers commit acts of violating laws and the Charter within 48 (forty-eight hours) and require the violator to terminate such violations and take remedial measures, if any.
8. Have the right to attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of Sacombank.

9. Prepare a list of founding shareholders, major shareholders and affiliated persons of the members of the Board of Directors, Board of Supervisors, General Director of Sacombank; regularly archive and update changes of this list.
10. Propose the Board of Directors to organize extraordinary meetings or require the Board of Directors to convene an extraordinary General Meeting of Shareholders under provisions of the Law on Credit Institutions and the Charter of Sacombank.
11. Convene extraordinary meetings of the General Meeting of Shareholders in the case that the Board of Directors issues a decision seriously violating provisions of the Law on Credit Institutions or exceeds the assigned authorities and other cases according to provisions of the Sacombank's Charter.
12. Be responsible for any matters relating to the Internal audit and Internal control systems as stipulated by the State Bank.
13. Report to the General Meeting of Shareholders in accordance with the applicable laws.
14. Provide suggestions and recommendations to the Board of Directors to approve the independent audit organization to audit financial statements of Sacombank.
15. Supervise the approvals of credit grant to subsidiaries, affiliated companies and other entities as specified in Clause 2, Article 10 of Circular No. 36/2014/TT-NHNN dated November 20, 2014 regulating safety limits and ratios in operations of credit institutions and branches of foreign banks.

Article 6. Tasks and powers of the Head of Board of Supervisors

1. To organize the implementation of tasks and powers of the Board of Supervisors according to regulations of Charter of Sacombank and this Regulation.
2. To prepare the meeting agendas of the Board of Supervisors on the basis of proposals of members of the Board of Supervisors regarding to tasks and powers of the Board of Supervisors; to convene and chair meetings of the Board of Supervisors.
3. To sign documents under the authority of the Board of Supervisors for and on behalf of the Board of Supervisors.
4. For and on behalf of the Board of Supervisors, to convene extraordinary General Meeting of Shareholders as specified in Article 58 of the Charter or propose the Board of Directors to summon the extraordinary meeting.
5. To attend meetings of the Board of Directors and express opinions without voting right.

6. To require to record his/ her opinions in the meeting minutes of the Board of Directors if his/ her opinions are different from resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.
7. To prepare the agenda and task assignment for members of the Board of Supervisors.
8. To ensure that members of the Board of Supervisors shall receive all complete, objective and accurate information and have enough time to discuss on the issues that must be considered by the Board of Supervisors.
9. To supervise and direct the performance of all assigned tasks, rights and obligations of members of the Board of Supervisors.
10. To authorize another member of the Board of Supervisors to carry out his/her duties in case of absence.
11. To require the Board of Directors, General Director and other managerial officers to provide relevant information to report to the Board of Supervisors.
12. To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
13. To implement other tasks and powers as stipulated in the Charter of Sacombank and provisions of the applicable law.

Article 7. Tasks and powers of the Deputy Head of Board of Supervisors

1. Subject to actual conditions, the Board of Supervisors may elect one member who shall perform as the Deputy Head of Board of Supervisors.
2. The Head of Board of Supervisors shall assign one operation segment or more of the Board of Supervisors to the Vice Chief Supervisor; The Deputy Head of Board of Supervisors shall be authorized to decide and sign relevant documents related to operation segment as in charge of.
3. Deputy Head of Board of Supervisors shall, on behalf of the Head of Board of Supervisors, convene and preside over the meetings of the Board of Supervisors, as well as operate activities of the Board of Supervisors in case of absence of the Head of Board of Supervisors.

Article 8. Tasks and powers of members of the Board of Supervisors

1. To comply with the applicable laws, Charter of Sacombank and internal regulations of the Board of Supervisors in an honest and prudent manner for benefits of shareholders and Sacombank.
2. To elect a member of the Board of Supervisors to act as the Head of Board of Supervisors.

3. To elect a member of the Board of Supervisors to act as the Deputy Head of Board of Supervisors. The election of the Deputy Head of Board of Supervisors is made in writing and reported to the Board of Directors.
4. To require the Head of Board of Supervisors to convene extraordinary meetings of the Board of Supervisors.
5. To manage business operations, accounting books, assets, financial statements and to advise remedie measures.
6. To be entitled to request officials and employees of Sacombank to provide data and explanations of business activities in order to carry out their assigned duties.
7. To report to the Head of Board of Supervisors any unusual financial activities and be responsible for such financial evaluation and conclusion.
8. To attend meetings of the Board of Supervisors; discuss and vote for matters under assigned tasks and powers of the Board of Supervisors, except for matters which conflict with interests of any of such members.
9. To attend meetings of the Board of Directors and propose recommendations without having voting right.
10. To require to record their opinions in the meeting minutes of the Board of Directors if their opinions are different from decisions of the Board of Directors and report them to the General Meeting of Shareholders.

Article 9. Tasks of the Secretary of the Board of Supervisors

1. To prepare and draft meeting minutes of the Board of Supervisors;
2. To supervise and push any units in the implementation of the Board of Supervisors' directions at regular or extraordinary meetings;
3. To prepare working plans and schedules of the Board of Supervisors;
4. To maintain documents, materials relating to operations of the Board of Supervisors;
5. To draft documents at the request of members of the Board of Supervisors;
6. To assist the Equity Management Team under the Office of Board of Directors to prepare, store and update any changes under the list of founding shareholders, major shareholders and any affiliated person of members of the Board of Directors, Board of Supervisors and General Director of Sacombank;

7. To perform other tasks as assigned by the Head of Board of Supervisors.

Article 10. Responsibilities of the Board of Supervisors to the internal control system and internal audit

1. For Internal control system

- a) To direct and operate the Internal Audit in carrying out independent and objective reviews and assessments on the internal control system, including the risk identification and management systems; capital evaluation methods; financial statement information and management information system; internal procedures and regulations of Sacombank.
- b) To periodically notify the Board of Directors and General Director on the internal control system; provide proposals and recommendations to revise and improve the internal control system.

2. Internal audit

- a) To directly guide, operate and supervise operations of the Internal audit;
- b) To review and evaluate in order to ensure the effectiveness of Internal audit works; to be mainly responsible for the quality guarantee of internal audit operations;
- c) To ensure that the Internal audit works have an appropriate position in Sacombank without any unreasonable obstacles for internal audit operations;
- d) To develop, amend, supplement and regularly complete the internal regulations on the organization and operation of internal audit and submit to the Board of Directors for decision;
- e) To approve the internal audit policies (except for cases as prescribed in point d of this Clause); approve and adjust the annual internal audit plan at the request of the Chief Internal Audit; ensure the performance of risk-based internal audit plans;
- f) To ensure an effective coordination with independent audit, the State Audit, the State Bank (the Banking Inspection and Supervision Division and branches of the State Bank);
- g) To consider and propose the Board of Directors to appoint or dismiss the Chief Internal Audit and other titles of the Internal audit; organize structure of the Internal Audit;
- h) To submit direct reports to any departments at all levels in and out of Sacombank in accordance with regulations of applicable laws and regulations of Sacombank; send reports to the State Bank as prescribed by law.

CHAPTER III

ORGANIZATION AND OPERATION OF THE BOARD OF SUPERVISORS

Section 1. Organizational structure of the Board of Supervisors

Article 11. Board of Supervisors and its structures

1. The Board of Supervisors is the body in charge of supervising Sacombank's operations in order to accurately assess business operations and financial status of Sacombank.
2. Sacombank's Board of Supervisors has at least 03 members, of which at least one-half of members is specialized members not concurrently holding other positions or works in other credit

institutions or enterprises. The Head of Board of Supervisors is a professional accountant or auditor and must work full-time at Sacombank.

3. Specialized members of the Board of Supervisors are full-time members who work as standing members during the periods between meetings of the Board of Supervisors and be responsible for one or several tasks as assigned by the Board of Supervisors. Specialized members of the Board of Supervisors shall not work or hold concurrently any position in any other credit institutions.
4. In case the number of members of the Board of Supervisors fails to reach two-thirds of the total member in tenure or the minimum number of members is insufficient as stipulated in the Charter, within 60 days from the day when number of members is insufficient, Sacombank shall supplement members for adequate quorum for the Board of Supervisors.
5. The Board of Supervisors has assistance team, internal audit and is entitled to use resources of Sacombank and/or to hire external experts and organizations to perform their obligations.
6. The tenure of the Board of Supervisors shall not exceed 5 years. Term of members of the Board of Supervisors is according to the term of the Board of Supervisors. Members of the Board of Supervisors may be re-elected or reappointed with unlimited terms. The tenure of the replaced or supplemented members is the remaining term of such tenure. The Board of Supervisors of the finished tenure shall continue its operations until the Board of Supervisors of a new tenure takes over the works.

Article 12. Standards and conditions to become members of the Board of Supervisors

Members of the Board of Supervisors shall meet the following standards and conditions:

1. Not being subject to Clause 1, Article 39 of the Sacombank's Charter;
2. Having professional ethics;
3. Having bachelor degree or higher degree specialized in economics, business administration, law, accounting or auditing; with at least 3 years of working experience directly in the banking, finance, accounting or auditing sector;
4. Not being Affiliated person of the Managers of Sacombank;
5. Not being a member of the accounting and finance department of Sacombank and not being a member or an employee of an independent auditing company in charge of auditing the financial statements of Sacombank;
6. Residing in Vietnam during their term of tenure as specialized members.

Article 13. Cases banned from concurrently holding different positions

The Head of Board of Supervisors shall not concurrently be a member of the Board of Supervisors or Manager of any credit institution. A member of the Board of Supervisors shall not concurrently hold one of the following positions:

1. A member of the Board of Directors, Executives, personnel of Sacombank or its subsidiaries or an employee of any enterprise that any member of the Board of Directors, General Director of Sacombank is member of the Board of Directors, Executives or major shareholders of that enterprise;
2. A member of the Board of Directors, Members' Council, Executives of an enterprise that a member of the Board of Supervisors of that enterprise is a member of the Board of Directors, Executives at Sacombank.

Article 14. Automatic loss of position as member of the Board of Supervisors

1. A member of the Board of Supervisors shall automatically lose their position in the following cases:
 - a) Losing the civil act capacity, die;
 - b) Having a breach of Article 39 of the Sacombank's Charter in cases banned from concurrently holding different positions;
 - c) Being a representative of the contributed capital of an organization who is a shareholder of Sacombank, if such organization is terminated its legal capacity;
 - d) No longer being the representative of the contributed capital according to the authorization of a shareholder who is an organization;
 - e) Being expelled out of the territory of Socialist Republic of Vietnam;
 - f) License of the Bank is revoked;
2. Within 15 (fifteen) working days from the day that the current Head of Board of Supervisors loses his/her capacity as specified in Clause 1 of this Article, members of the Board of Supervisors shall be responsible for organizing meetings of the Board of Supervisors to elect a member to act as the Head of Board of Supervisors.
3. After automatically losing the position, members of the Board of Supervisors of Sacombank shall be responsible for any decisions made during the incumbent tenure.

Article 15. Relief from duty, dismissal members of the Board of Supervisors

1. Members, Head of Board of Supervisors shall be relieved from office or dismissed in one of the following cases:
 - a) Be restricted on civil act capacity;
 - b) Having an application for resignation sent to the Board of Supervisors;
 - c) Failure in participation in operations of the Board of Supervisors for 06 consecutive months, except for force majeure events;
 - d) Failure in ensuring standards and conditions as stated in this Regulation;

2. After being relieved from duty or dismissed, members and Head of Board of Supervisors shall be responsible for their decisions during the incumbent tenure.
3. Within 60 (sixty) days from the date of receipt of application for resignation of the Head of Board of Supervisors, the Board of Supervisors shall hold a meeting to consider the decision and carry out procedures for relief and election of new Head of Board of Supervisors.
4. For cases of relief from duty or dismissal members of the Board of Supervisors as prescribed in Clause 1 of this Article, the Board of Directors have the right to organize extraordinary meetings of General Meeting of Shareholders or submit to the latest General Meeting of Shareholders for decision.

Section 2. Operation mechanism

Article 16. Inspection by the Board of Supervisors

1. The Board of Supervisors carries out the inspection and supervision of financial tasks through activities of Internal Audit to examine the management and use of capital, investment activities, the enforcement of accounting regime, the management of Sacombank asset, activities of services business and results of business, etc.
2. The Board of Supervisors directs and operates the Internal Audit to perform the functions of internal audit, control and assessment of compliance on the basis of applicable laws, internal regulations, Charter and resolutions of the Board of Directors and General Meeting of Shareholders.
3. Forms of inspection:
 - a) Remote control;
 - b) On-spot inspection: periodically or accidentally.
4. Within its scope of functions and missions, the Board of Supervisors shall issue regulations on the principles, sequence and procedures for inspection activities.

Article 17. Working principles of the Board of Supervisors

1. The Head of Board of Supervisors is responsible for the operation on the performance of Board of Supervisors, assigning the members of Board of Supervisors to perform their duties according to the Board's functions. He/she shall, on behalf of the Board of Supervisors, promptly notify its performance and recommendations to the Board of Directors and the General Director, and submit periodic reports to the General Meeting of Shareholders as stipulated.
2. Members of Board of Supervisors shall fulfill the duties assigned by the Head of Board of Supervisors and execute the decisions of Board of Supervisors as unanimously passed at the meeting.

3. The Head of Board of Supervisors is authorized to sign on behalf of the Board of Supervisors the documents related to the operation of Board of Supervisors. In the event of his/her absence, the Deputy Head of Board of Supervisors may sign such the documents.
4. Members of Board of Supervisors shall be personally responsible for their comments, assessments, statements and polls.

Article 18. Working mechanism of Board of Supervisors

1. The Board of Supervisors works in both collective and individual responsibility regime according to the assigned workload of each member.
5. Members of the Board of Supervisors shall make reports or suggestions on the work under their assignment.
6. Members may make comments on the annual financial statements, the half-yearly financial appraisal reports and the reports of Board of Supervisors to the General Meeting of Shareholders and other matters as requested by the Head of Board of Supervisors.

Article 19. Remuneration and other benefits of the members of Board of Supervisors

Remuneration and other benefits of members of Board of Supervisors are considered and decided by the General Meeting of Shareholders in consistency with the following provisions:

- a. Members of Board of Supervisors shall be remunerated and entitled to other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total remuneration and annual operating budget of the Board of Supervisors;
- b. Members of Board of Supervisors shall be paid for accommodation, travel and fees when using independent consultancy services as long as such fees/ costs/ expenses are at a reasonable rate. The total amount of remuneration and such fees/ costs/ expenses shall not exceed the total annual operating budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;
- c. The remuneration and operating budget for the Board of Supervisors are included in the operating cost of Sacombank in accordance with the laws on corporate income tax and related laws and shall be accounted separately in the annual financial statements of Sacombank.

Article 20. The assisting apparatus of Board of Supervisors

The assisting apparatus of Board of Supervisors includes: Internal Audit and Secretary of Board of Supervisors.

Article 21. The right of Board of Supervisors to access to information

1. Meeting notifications, BOM's opinion inquiry forms and attachments shall be sent to the members of Board of Supervisors at the same time and in the same manner as for members of Board of Directors.

2. Reports of the General Director submitted to the Board of Directors or other documents issued by Sacombank shall be sent to the members of Board of Supervisors at the same time and in the same manner as for the members of the Board of Directors.
3. Members of of Board of Supervisors have the right to access Sacombank's records and documents kept at the head office, branches and other places. They are also entitled to access the working places of the Bank's Managers and employees during business hours.
4. The Board of Directors, members of Board of Directors, General Director and other Managers as stated at Sacombank's Charter must provide completely, accurately and timely information and documents on management, administration and operations of Sacombank upon request of members of Board of Supervisors or the of Board of Supervisors.
5. Resolutions and meeting minutes of the General Meeting of Shareholders and Board of Directors shall be sent to the members of Board of Supervisors at the same time and in the same manner as for the shareholders and members of the Board of Directors.

Article 22. Reporting regime of Board of Supervisors

1. All report or information from the Board of Supervisors sent to the Board of Directors and General Meeting of Shareholders must be signed by the Head of Board of Supervisors or an authorized person.
2. The members of Board of Supervisors shall report to the Head of Board of Supervisors on matters under their assignments at the meetings of Board of Supervisors or, irregularly, upon discovery of any undesirable matters.
3. The Head of Board of Supervisors shall present reports at meetings with the Board of Directors and General Meeting of Shareholders; discuss with the Board of Directors about critical issues and solutions for shortcomings and then report to the members of Board of Supervisors at the meetings of Board of Supervisors.

Article 23. Archival and confidentiality of information

1. All documents related to the operation of Board of Supervisors (including written documents and electronic data files) shall be archived at the head office of Sacombank.
2. Members of Board of Supervisors are responsible for securing the documents and information of Sacombank and make them available only upon the request of the Head of Board of Supervisors, Board of Directors and competent state agencies.

Section 3. Meetings of the Board of Supervisors

Article 24. Meetings of the Board of Supervisors

Matters related to meetings of Board of Supervisors are performed as follows:

1. The Board of Supervisors meets periodically at least once a quarter and may convene extra ordinary meetings to promptly deal with unexpected works. Meeting minutes shall be prepared in details and clearly. The Secretary and members of the Board of Supervisors who attend the meeting shall sign the minutes. Meeting minutes of Board of Supervisors shall be kept so as to determine the responsibilities of each member of Board of Supervisors. In meetings of the Board of Supervisors, the Board may request the attendance of Board of Directors' members, General Director and representatives of the independent auditor and call for their replies on such matters of interest of the members of Board of Supervisors.

The Head of Board of Supervisors shall convene an extraordinary meeting at the request of:

- a) At least two members of the Board of Supervisors;
- b) Director of a SBV's branch.

2. Agenda of Board of Supervisors' quarterly meetings:
 - a) To evaluate the performance of Internal Audit, to review the direction and administration of the Board of Supervisors on Internal Audit and the results of such direction and administration of the Board of Supervisors.
 - b) To evaluate the status of auditing, inspection and control of compliance with legal regulations and internal rules of Sacombank's whole system.
 - c) To consider and evaluate the appraisal results of financial statements of the first half-year and the whole year.
 - d) To pass reports and suggestions of the Board of Supervisors to the Board of Directors and Board of Management.
 - e) Other issues arising in the course of operation.
3. The Head of Board of Supervisors or the person convening a Board of Supervisors' meeting shall send a notice of meeting convene no later than five business days prior to the meeting date. Such notice of meeting convene shall specify the time and place of the meeting, agenda, issues of interest and the decision. Attached to the notice of meeting convene is the documents to be used at the meeting.

Notice of meeting convene shall be sent by post, fax, email or other means, provided that such notice must received at the address of each Board of Supervisors' member as registered at Sacombank.

4. The Head or member of Board of Supervisors who is authorized by the Head of Board of Supervisors shall convene a Board of Supervisors' meeting within 15 days from the date receiving one of requests in accordance with clause 1 of this Article. If the Head of Board of Supervisors or the authorized person fails to convene the Board of Supervisors' meeting as requested, they shall be liable for damages incurred to Sacombank, unless in case of failure to convene due to force majeure events. In such circumstance, the person requesting for the Board of Supervisors' meeting has the right to convene a meeting of Board of Supervisors and attending Board of Supervisors' members shall elect the chairman of the meeting by voting.

5. Contents of the monthly meeting with Internal Audit, requesting for report of internal audit in respect to the followings:
 - a) Summarizing the results of internal audit and inspection conducted in the month, arising problems, shortcomings and suggesting solution indication
 - b) Reporting on the status of remote monitoring, implementation and outcomes of the performance according to Board of Supervisors' directions.
 - c) Reporting and evaluating on the compliance with legal regulations and internal rules.
 - d) Reporting and evaluating on the internal control system and recommendations and risk forecast, etc.
 - e) Other issues arising in the course of operation.

Article 25. Validity conditions of meetings

A Board of Supervisors' meeting is considered duly convened when at least 2/3 (two-thirds) of the Board of Supervisors' members attended. In case any member cannot present directly, he/she may assign his/her voting right to another Board of Supervisors' member or send his/her voting opinions in writing. In case of voting in writing, the votes must be enclosed in a sealed envelope and delivered to the meeting chairman at least 01 hour before the opening time. Votes can only be disclosed in the presence of all meeting attendants.

Article 26. Meeting administration

1. The Head of Board of Supervisors shall chair and administer the Board of Supervisors' meetings. In case of the Head of Board of Supervisors' absence, the Deputy Head of Board of Supervisors shall be authorized to chair and administer the Board of Supervisors' meeting.
2. Each member of Board of Supervisors attending the Board of Supervisors' meeting shall have one vote of equal value.
3. A Board of Supervisors' decision shall be passed if it is approved by a majority of votes, including written votes and votes via authorized person. In cases where the numbers of votes are equal, the party supported by the chairman's vote shall be prevail.
4. For important matters related to personnel, the chairman may decide to conduct secret ballot.

Article 27. Minutes of meetings

1. Matters related to minutes of the Board of Supervisors' meetings are performed as follow:
 - a) Board of Supervisors' meetings shall be recorded in the minutes book which contains the following main contents:
 - (i) Name, address of the head office, number and date of Certificate of business registration and place of business registration;
 - (ii) Purpose, agenda and content of the meeting;
 - (iii) Time and venue of the meeting;
 - (iv) Full name of each meeting attendant or the authorized person; full names of absent members and their reasons;
 - (v) Issues discussed and voted at the meeting;

- (vi) Summary of opinions of each meeting attendant by temporal sequence of the meeting;
 - (vii) Voting results which specify the members who agree, disagree or choose on abstentions box;
 - (viii) Decisions that have been passed;
 - (ix) Full name and signature of all attendants or authorized person.
- b) The chairman and secretary shall be responsible for the truthfulness and accuracy of the content of meeting minutes of Board of Supervisors.
 - c) The minutes of Board of Supervisors' meetings and documents used at the meeting shall be kept at the head office of Sacombank.
2. Members of Board of Supervisors attending a Board of Supervisors' meeting shall sign the minutes and may reserve their opinion.
 3. Minutes of the Board of Supervisors' meetings shall be made in Vietnamese and one foreign language in the case maybe. The two versions are of the same legal validity. Any discrepancy between two versions of the minutes shall be interpreted according to the Vietnamese version. Board of Supervisors' meeting minutes shall be stored so as to determine the responsibilities of each Board of Supervisors' member.

Article 28. Competence and procedures for asking written opinions of members of Board of Supervisors

1. The Chief Supervisor Head of Board of Supervisors have a right to decide on asking written opinions of members of Board of Supervisors.
2. The Secretary of Board of Supervisors shall prepare the opinion inquiry form and necessary documents related to the issues of concern. The opinion inquiry form and attachments shall be sent by a secured means to the contact address of each member of Board of Supervisors.
3. The opinion inquiry form shall contain the following contents:
 - (i) Name, address of the head office, number and date of Certificate of business registration and place of business registration;
 - (ii) Purpose of opinion inquiry;
 - (iii) Full name and contact address of Board of Supervisors' members;
 - (iv) Issues required to ask for opinions;
 - (v) Voting options, including: agree, disagree and abstention;
 - (vi) Deadline for submitting the completed inquiry form to Sacombank;
 - (vii) Full name and signature of the Head of Board of Supervisors;
4. The completed inquiry form shall be signed by the member of Board of Supervisors and sent to Sacombank in accordance with Sacombank's regulation.
5. The Secretary of Board of Supervisors shall count the votes and prepare vote counting minutes under the supervision of at least two members of Board of Supervisors. The vote counting minutes shall specify the following main contents:

- (i) Name, address of the head office, number and date of Certificate of business registration and place of business registration;
 - (ii) Purpose and issues required to to ask for opinions;
 - (iii) Total number of votes delivered, total number of votes collected, number of valid votes, and number of invalid votes. The minutes must contain a list of Board of Supervisors' members who have participated in voting;
 - (iv) Total number of agree, disagree votes and abstention on each issue of required;
 - (v) Full name and signature of the vote counter and supervisors.
6. The Secretary of Board of Supervisors who take part in asking written opinions of members of Board of Supervisors and the vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; They shall be also jointly liable for losses arising from such decisions that are passed as a result of untruthful or inaccurate counting of votes.
 7. The vote counting minutes and the resolution and decision of the Board of Supervisors based on the vote counting results, shall be sent to Board of Supervisors' members within 15 days from the closing date of vote counting.
 8. The answered opinion inquiry form, vote counting minutes, the full text of approved contents and relevant documents attached with the inquiry form shall be kept at the head office of Sacombank.
 9. Decisions that are passed upon asking written opinions of members of Board of Supervisors shall be as valid as those passed at the Board of Supervisors' meetings.

CHAPTER IV

WORKING RELATIONS OF THE BOARD OF SUPERVISORS

Article 29. Working relation with the Board of Directors

1. The Board of Supervisors as a unit within Sacombank is in close coordination and mutual support with the Board of Directors to fulfill their legal tasks in accordance with the law and Sacombank Charter. The Board of Directors ensures to provide documents and information to facilitate the Board of Supervisors' task performance.
2. The Board of Supervisors shall promptly report on the results reached from performance of the Board of Supervisors, Internal Audit and make necessary suggestions to the Board of Directors as required.
3. All Board of Directors' meetings must be attended by the Head of Board of Supervisors and/or members of Board of Supervisors. At these meetings, the Board of Supervisors has the right to speak, make recommendations and suggestions to the issues discussed and decided by the Board of Directors.

4. The Board of Directors shall create conditions, mechanisms and solutions for the Board of Supervisors and Internal Audit to promote the effectiveness of regular and irregular inspection, directly on-spot or remotely.
5. Upon receipt of inspection minutes or summary report of the Board of Supervisors, the Board of Directors shall elaborate to direct the Board of Management's coordination in planning the consolidation and correction. The Board of Directors should take strict measures to deal with such related units and individuals that are repudiatory, sluggish or refusing to correct faults and remedy violations after the inspection of the Board of Supervisors.

Article 30. Working relations with the Board of Management

- a. The Board of Supervisors shall work in close coordination with the Board of Management, not interfering with each other while performing their own tasks and powers.
- b. The Head of Board of Supervisors and members of Board of Supervisors are entitled to attend Board of Management's meetings.
4. Managers and other managerial positions as stipulated in Sacombank's Charter shall be subject to the Board of Supervisors' supervision for their performance of executive duties. On a regular or irregular basis (upon request of the Board of Supervisors), they shall provide necessary reports, documents and information in full to the Board of Supervisors. As well, they are responsible for monitoring and directing the professional apparatus to correct and handle violations as suggested by the Board of Supervisors after each inspection.
5. The General Director and Board of Management's members shall ensure to provide sufficient information, reports and documents related to Sacombank's financial activities upon request of the Board of Supervisors.
6. When carrying out the tasks of inspections and controls, Board of Supervisors' members shall give advance notices of the inspection and control plan, in form of a written letter by the Head of Board of Supervisors, to the Board of Management in order not to affect Sacombank's business operations.

Article 31. Relations with other units within Sacombank

- a. The Board of Supervisors uses Internal Audit to carry out its tasks in order to strengthen the internal inspection and audit activities, thus securing the safety and efficiency of Sacombank operations.
- b. Sacombank's units ensure to provide sufficient information and documents for purposes of inspection, supervision and internal audit at the request of the Board of Supervisors.
- c. The managers of units under inspections and audit shall be responsible for the completeness, truthfulness and legality of information and documents provided to the Board of Supervisors and the Board of Supervisors' inspectorate and auditors. They shall also perform the

recommendations on such matters as stated in the realize 's reports under the direction of the Board of Directors and Board of Management. In addition, they shall provide feedback to the Board of Supervisors on the implementation of Board of Supervisors's recommendations as required.

- d. Units work in coordination with the Board of Supervisors as required in Sacombank's internal rules.

Article 32. Relations with shareholders of Sacombank

The Board of Supervisors who works as the representative for shareholders shall perform inspection and supervision of Sacombank's financial activities. The Board of Supervisors shall strictly comply with the regime of shareholders communication in an accurate and truthful manner in respect to Sacombank's financial activities, through regular or extraordinary General Meetings of Shareholders. The Board of Supervisors is responsible for answering questions and resolving shareholders' requests to the Board of Supervisors.

Article 33. Working relations with Inspection Agencies inside and outside the field

The Board of Supervisors shall cooperate with the inspection teams as requested; abide by the professional guidance and direction of the Inspection Agencies. It is responsible for assisting the Inspection teams and monitoring and supervising the implementation of the inspection team's conclusions and recommendations toward Sacombank.

The Board of Supervisors shall send the annual Internal Audit Plans and annual Internal Audit Reports to the State Bank of Vietnam in accordance with regulations.

**CHAPTER V
IMPLEMENTATION PROVISIONS**

Article 34. Validity, amendments and supplementations

1. This Regulation takes effect from the date of its signing.
2. General Meeting of Shareholders is the authority who have the right to amend and supplement this Regulation.

**FOR AND ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
HEAD OF BOARD OF SUPERVISORS**

TRAN MINH TRIET