

SOCIALIST REPUBLIC OF VIETNAM
Independence – Liberty – Happiness

Hanoi, April, 8 2021

SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS
Draft of Regulation on the operation of ABBANK’s Board of Directors

To the attention of An Binh Commercial JS Bank’s shareholders meeting

I. REQUIREMENTS OF PROMULGATION

1. On December 31, 2020 the Government enforced the Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities 2019 with provisions related to the drafting and promulgating the Regulation on operation of the Board of Directors in public companies, in particular:
 - a) Clause 4, Article 278 defines the responsibilities of the Board of Directors, including the task of *"Develop the Regulation on the operation of the Board of Directors, submit to the General Meeting of Shareholders for approval and publish on the company's website. The Minister of Finance shall provide guidance on the model of the Regulation on operation of the Board of Directors so that a public company can refer to and develop the Regulation on operation of the Board of Directors"*.
 - b) Article 210 provided: *"A public company is responsible for developing the company's charter, internal regulation on corporate governance, regulation on operation of the Board of Directors, regulation on operation of the Supervisory Board in accordance with the Law on Enterprises No. 59/2020/QH14, Law on Securities No. 54/2019/QH14, this Decree and relevant legal documents, to submit to the General Meeting of Shareholders for approval at the nearest meeting from the effective date of this Decree"*.
2. On the same date of December 31, 2020, the Ministry of Finance issued Circular No. 116/TT-BTC providing the Model Regulation on the operation of the Board of Directors of public companies.

Therefore, the Board of Directors submits to the ABBANK General Meeting of Shareholders draft of the Regulation on the operation of the Board of Directors for approval.

II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION

1. The structure of the Draft Regulation has a structure of 7 chapters with 26 articles:

Chapter I: General provisions (from Article 1 to Article 3): Prescribing the scope of regulation, subject of application, interpretation of terms and principle on operation of the Board of Directors.

Chapter II: Members of the Board of Directors (from Article 4 to Article 10): Provisions on the rights and duties of members of the Board of Directors including the right to be provided with information; Term and number of member of the Board of Directors; Criteria and conditions for acting as member of Board of Directors; Chairman of Board of Directors; Removal, dismissal, replacement and addition of members of the Board of Directors; Election and announcement of the election, dismissal, or removal of members of the Board of Directors.

Chapter III: The Board of Directors (from Article 11 to Article 15): Provisions on roles and duties of the Board of Directors; Tasks and powers of the Board of Directors in approving transactions and contracts with related parties; Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders; The Standing members of Board of Directors; The Board of Directors' Committees.

Chapter IV: The Board of Directors Meetings (from Article 16 to Article 18): Provisions on The Board of Directors' meetings; Approval of The Board of Directors decisions; Collecting opinions of members of the Board of Directors.

Chapter V: Reporting and benefit disclosure (from Article 19 to Articles 21): Provisions on Submission of annual reports; Remuneration, rewards and other benefits of members of the Board of Directors; Disclosure of related interests.

Chapter VI: Relationship of the Board of Directors (from Article 22 to Articles 24): Provisions on Relationship among members of the Board of Directors; Relationship with the Board of Management; Relationship with the Supervisory Board.

Chapter VII: Organising the implementation (from Article 25 to Article 26): Provisions on Effectiveness for implementation and Amendment and supplementation of the Regulation.

2. The content of the draft Regulation fully meets the requirements of the Model Regulation according to Circular 116/2020 / TT-BTC; is consistent with the relevant provisions of the new Charter which are submitted at the same time to the General Meeting of Shareholders and in accordance with Decree 155/2020/ND-CP as well as the reality of ABBANK.

III. RECOMMENDATION

We hereby recommend the General Meeting of Shareholders: to approve the Regulation on the operation of the Board of Directors of ABBANK (attached draft); to assign the Board of Directors to promulgate this Regulation and amend and supplement when necessary to ensure compliance with legal regulations, in accordance with the actual situation and not contrary to ABBANK's Charter. Concurrently, to terminate the effect of the Regulation on organizational structure and operation of the Board of Directors dated April 28, 2016.

Respectfully submitted.

**ON BEHALF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed)

Dao Manh Khang