

SOCIALIST REPUBLIC OF VIETNAM
Independence – Liberty – Happiness

Hanoi, April, 8 2021

SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS
On Promulgating the Regulation on Internal Corporate Governance

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) In Clauses 2 and 3, Article 270 and the following provisions:

“Regulation on internal corporate governance is to be developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval. The regulation on internal corporate governance must not be contrary to the provisions of law and the company's charter.

The Minister of Finance guides the model charter and the model regulation on internal corporate governance so that public companies can refer to and build the company's charter and the internal corporate governance regulation”.

- b) Clause 6, Article 278 defines the responsibilities of the Board of Directors, including the task of *“developing internal regulations on corporate governance and submitting to the General Meeting of Shareholders for approval in accordance with Article 270 of this Decree”.*
- c) Article 210 states: *“The public company is responsible for developing the company's charter, internal corporate governance regulations, operational regulation of the Board of Directors, operational regulation 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 Internal Corporate Governance for approval.

II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION

1. The structure of the Draft Regulation has a structure of 8 chapters with 35 Articles:

Chapter I: General provisions (from Article 1 to Article 3): Prescribing the scope of regulation, subject of application, explanation of terms and basic principles of internal governance.

Chapter II: General Meeting of Shareholders (from Article 4 to Article 21): Provisions on roles, powers and responsibilities of the General Meeting of Shareholders; Authority to convene a meeting of the General Meeting of Shareholders; Setting the list of shareholders who are entitled to attend the meeting; Notice to convene the meeting; Agenda and content of the meeting; How to attend, authorize and register for the meeting; Conditions for conducting the meeting; Chairman, Secretary, Board of Supervisors; Form of passing resolutions at the meeting; Conditions for passing resolutions of the General Meeting of Shareholders; Minutes of the meeting; Announcing the resolution and the way to oppose the resolution of the General Meeting of Shareholders; Reports of the Board of Directors, Supervisory Board, General Director at the General Meeting of Shareholders; The meeting of the General Meeting of Shareholders in the form of online and electronic voting; Approve decisions of the General Meeting of Shareholders by way of collecting written opinions and expenses related to the General Meeting of Shareholders.

Chapter III: Board of Directors (from Article 22 to Article 27): Regulations on roles and responsibilities of the Board of Directors; Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors; The meeting and collecting opinions of the members of the Board of Directors to pass decisions of the Board of Directors; Standing Board of Directors; Committees of the Board of Directors; Company Secretary and Corporate Governance Person.

Chapter IV: Supervisory Board (Article 28)

Chapter V: General Director (Article 29)

Chapter VI: Coordination between the Board of Directors, Supervisory Board and General Director (Articles 30 to 32): Stipulating the working relationship between the

Board of Directors and the Executive; between the Board of Directors and the Supervisory Board and between the Supervisory Board and the Executive.

Chapter VII: Evaluation of activities of the Board of Directors, Supervisory Board and General Director (Article 33)

Chapter VIII: Organization of implementation (Articles 34 and 35)

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 Internal Corporate Governance of ABBANK (the 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.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed)

Dao Manh Khang