

CMC CORPORATION



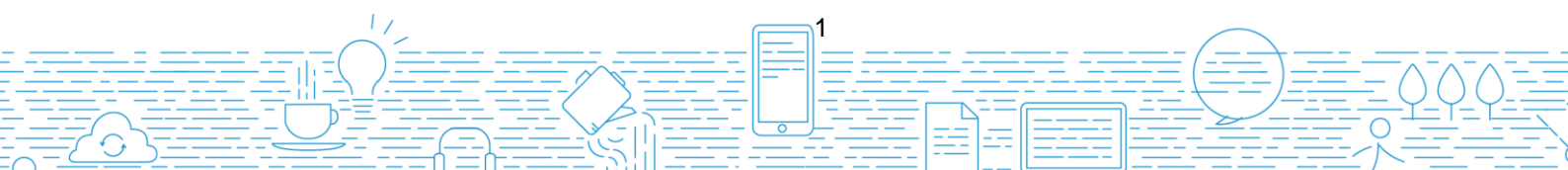
**GOVERNANCE REGULATION
BETWEEN CMC CORPORATION
AND THE GROUP'S MEMBERS**

*(Enclosed with Decision No. 16/2019/QD-CTHDQT dated September 3, 2019
of the Chairman of the Board of Directors of CMC Corporation)*

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CHAPTER I. GENERAL PROVISIONS

ARTICLE 1. LEGAL BASIS

1. The Law on Enterprise promulgated in 2014;
2. Current Charter of CMC Corporation;
3. Organization and Operation Regulation of the Board of Directors of CMC Corporation issued by the Board of Directors on;
4. Operation Regulation of the Board of Management of CMC Corporation issued by the Board of Directors on;
5. Matrices of Authority Delegation between CMC Corporation and the Group's Members issued by the Board of Directors on ;
6. Regulation on Authorized Representative of CMC Corporation issued by the Board of Directors on

ARTICLE 2. PURPOSE OF THE REGULATION

This Regulation prescribes the governance mechanism and the relationship between CMC Corporation and the Group's Members, creating a legal basis for the unified management and administration from top to bottom, in order to implement the Group's general development strategy, promote strength and ensure compliance with the provisions of law and the Company's Charter.

ARTICLE 3. DEFINITION

1. **CMC Corp, Parent Company, Owner:** Being CMC Corporation.
2. **Group, CMC Group:** Being CMC Corporation and the Group's Members.
3. **The Group's Members:** Being one-member limited liability companies in which is owned by CMC Corp (or the Group's Members), companies in which CMC Corp owns (50% and more of the total charter capital) or CMC Corp holds the controlling right, companies to which CMC Corp contributes less than 50% of the charter capital, voluntarily accept to be members of the CMC Group, accept to follow the rules of governance issued by CMC Group. These companies may be joint stock companies or multi-member limited liability companies.
4. **Companies to which CMC Corp contributes capital:** are companies in which CMC Corp (or Group's Members) owns less than 50% of charter capital of such companies. These companies may be joint stock companies or multi-member limited liability companies.



5. **Big Group's Members:** is the company that achieves at least 2 out of 3 criteria on Turnover, Personnel and Charter Capital. Specifically, Turnover is from VND1,000 billion or more; the number of personnel is 400 or more; Charter Capital of VND 100 billion or more.
6. **Medium Group's Members:** is the company that achieves at least 2 out of 3 criteria on Turnover, Personnel and Charter Capital. Specifically, Turnover is from VND500 billion to under VND1,000 billion; the number of personnel is from 200 to less than 400; Charter Capital is from VND 50 billion to under VND 100 billion.
7. **Small Group's Members:** are the remaining companies which do not meet the criteria of big and medium companies as prescribed in Clauses 5 and 6 of this Article.
8. **Board of Directors, Group's Board of Directors:** is the Board of Directors of CMC Corporation.
9. **Chairman of the Board of Directors, Chairman of the Group's Board of Directors:** is the Chairman of the Board of Directors of CMC Corporation.
10. **General Director of the Group:** is the General Director of CMC Corporation.
11. **Members' Council:** is the Members' Council of the Group's Members operating under the form of limited liability.
12. **Representative:** includes the Authorized Representative and the Managing Representative appointed/nominated/authorized in writing at the companies where CMC Corp is the Owner or has capital contribution.
13. **Authorized Representative:** is the individual who is appointed/authorized in writing by CMC Corp to represent CMC Corp's capital contribution in companies in which CMC Corp is the Owner or has capital contribution to perform rights of CMC Corp as prescribed.
14. **Managing Representative:** is the individual appointed or nominated in writing by CMC Corp to the Board of Directors, Members' Council, Board of Supervisors of the Company to which CMC Corp is the Owner or has capital contribution. The Managing Representative has the responsibility to support and perform the duties assigned and instructed by the Authorized Representative.
15. **Professional Departments:** are advisory and support units for the Board of Directors, General Director, Authorized Representative in decision making and control of the implementation of decisions as well as control compliance of the operation of the Group's Members on the basis of the laws and regulations of CMC Corp and Group's Members.
16. **Staff:** is the employee of CMC Group.



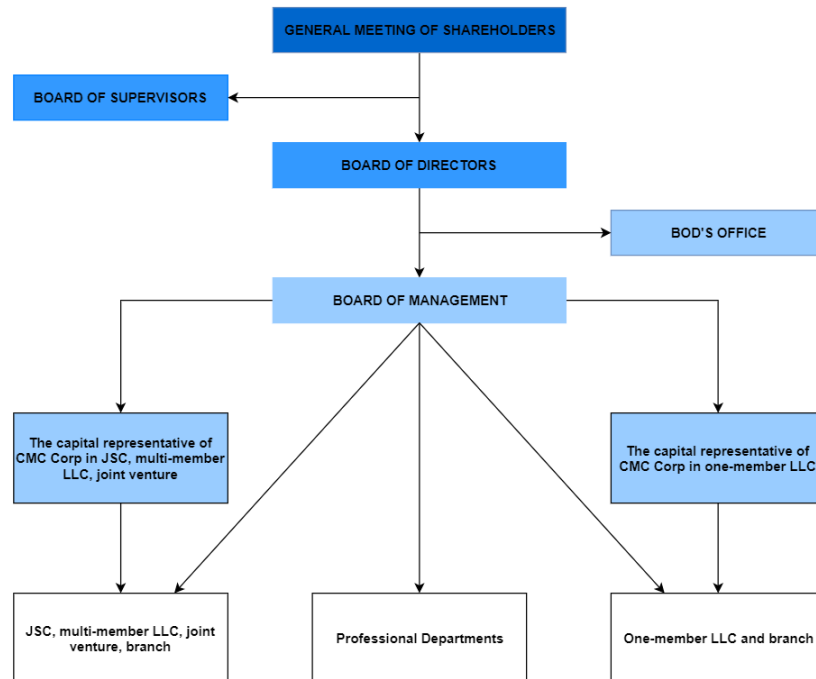
ARTICLE 4. GOVERNING SCOPE

1. This Regulation prescribes the organizational structure, functions, duties, powers of the operation apparatus of CMC Corporation in the governance against the Group's Members.
2. The Group's Members, depending on the type of company, are governed by the relevant provisions of this Regulation.
3. The Professional Departments and all employees of CMC Group are governed by this Regulation.

CHAPTER II.

ORGANIZATION AND RELATIONSHIP MODEL BETWEEN CMC CORP AND GROUP'S MEMBERS

ARTICLE 5. ORGANIZATION MODEL OF CMC CORPORATION



ARTICLE 6. RELATIONS BETWEEN CMC CORP AND THE GROUP'S MEMBERS

1. CMC Corp is the parent company and the holding and management company of the companies in which CMC Corp contributes capital, the Group's Members are production/business units.
2. Group's Members have legal status, independent accounting with CMC Corp and with other Group's Members.
3. Group's Members are specialized in some areas to create competitive advantage in those areas, limit competition with other Group's Members in the Group (through strategic



- planning), supplement - leverage other companies. Moreover, the Group's Members create synergy to promote the efficiency of business operations in the system.
4. The operation of the Group's Members is based on the provisions of the Charter of the Group's Members, the Operation Regulations of the Chairman/Members' Council/Board of Directors, the Regulation on the Board of Management, this Regulation and other regulations and rules in accordance with regulations of CMC Corp and law.
 5. For one-member limited liability company: CMC Corp is the owner and is responsible for debts and other property obligations of the one-member limited liability company within the charter capital of that company.
 6. For Group's Members in which CMC Corp holds controlling shares or the controlling right: CMC Corp has the rights and obligations of the controlling shareholder or the controlling right in accordance with the Charter of Group's Members, CMC Corp's Charter, Regulation on Finance, governance regulations and according to the provisions of law corresponding to the legal form of each type of Company. For other companies, CMC Corp has the rights and obligations of shareholders in accordance with the law.

ARTICLE 7. GENERAL POWERS AND RESPONSIBILITIES OF CMC CORP FOR MEMBERS

CMC Corp has the following powers and responsibilities in the Group's Members:

1. Planning strategy and investment:
 - Making and approving strategy of the Group.
 - Orienting and approving strategy for the Group's Members, coordinating resources, cooperating business of CMC Corp and the Group's Members in accordance with the Group's business strategy. Supervising the implementation of the strategy.
 - Building synergy policies among Group's Members to promote the efficiency in the system by strategic planning (assignment - delimitation, linkage, shared infrastructure, etc.).
 - Researching and seeking new investment opportunities that are beyond the scope or capabilities of Group's Members or within the scope of the Group's Members but that companies are incapable of implementing themselves.
 - Leading activities: Researching and applying science and technology; training, marketing, trade promotion, international cooperation, etc. in order to create favorable conditions for the Group's Members to expand and improve the efficiency of production and business.
 - Managing the investment of products/services (approving, supervising, managing risks) at CMC Corp and the Group's Members.



2. Plan:
 - Approving and supervising the implementation of long-term business plans, annual business plans of the Group's Members.
3. Making regulations and policies:
 - Making and approving regulations, policies on finance, human resource, communications, legal affairs, culture and information technology for the CMC Group.
 - Internal control of the Group in the implementation, compliance with strategies, policies and regulations of the CMC Group.
4. Finance:
 - Issuing securities or financing in case of necessity and securing loans for Group's Members.
 - Controlling financial operation, use of capital and ensuring asset safety of the Group.
5. Managing senior personnel:
 - Making the Group's overall human resource and culture strategies.
 - Developing resources, treat and attraction of talents, especially senior resources for the Group.
6. Controlling Risk:
 - Controlling and supervising operation of the Group's Members.
7. Internal transactions:
 - Coordinating and deciding internal transactions among Group's Members when the companies together provide services to customers to improve the overall production and business efficiency of the Group.
 - Limiting the duplicated investment, business or internal competition that leads to dispersing and wasting of resources, reducing the overall business efficiency of the Group.
8. High level communication and foreign affairs:
 - Making a strong Group's brand.
 - Presiding over foreign affairs with state agencies with the participation of Group's Members.
 - Developing business relations with partners, big customers and/or with the participation of several Group's Members.



ARTICLE 8. POWERS AND RESPONSIBILITIES OF CMC CORP IN THE ONE-MEMBER LIMITED LIABILITY COMPANY

CMC Corp has the following rights and responsibilities with respect to one-member limited liability companies:

1. Approving the initial Charter; deciding to amend; deciding to supplement the Company's Charter.
2. Deciding the management organization model and management structure; deciding the appointment, dismissal, deciding on salaries, bonuses and other benefits of the Chairman of the Company/Chairman of the Members' Council/members of the Members' Council, Supervisors; Approving the appointment and dismissal of the Company/Chairman of the Members' Council for General Director, Deputy General Director, Functional Directors, Chief Accountant, Branch Directors, Head of Representative Office and the salaries, bonuses, and other benefits of these positions by the Chairman.
3. Approving the Operation Regulation of the Chairman of the Company, the Board of Management of the Group's Members (including the delegation of authority mechanism to the Board of Management).
4. Approving regulations on audit/supervision.
5. Deciding to increase charter capital.
6. Approving the redemption of a part of the Company's charter capital if the Company has been in business continuously for more than 02 (two) years from the date of business registration and ensuring full payment of debts and other property obligations after the redemption to the owner.
7. Deciding the development strategy, adjusting and supplementing the strategy or matters arising out of the strategy but not able to adjust the strategy (e.g., new business ideas, implementation of market development solution ideas of the Parent Company).
8. Approving the long-term business plans; annual production and business plan of the Company.
9. Deciding the synergy on Group's Members (if it is not included in each party's operational strategy).
10. Deciding the long-term investment plans and annual investment plans of the Company.
11. Deciding the establishment of a new enterprise in which the Company owns 100% of its charter capital, contributes capital to other enterprises and the Company's offshore investment projects.
12. Deciding the depreciation method of the Company's fixed assets.
13. Approving business results and quarterly and annual financial statements.



14. Deciding the plan of using profits after fulfilling tax and other financial obligations or dealing with the Company's losses at the request of the Company.
15. Deciding the reorganization, dissolution and bankruptcy declaration of the Company.
16. Recovering all assets of the Company after the Company completes dissolution or bankruptcy procedure.
17. Supervising, monitoring and evaluating business operation, management operation according to the Company's Charter, internal regulations and agreements.
18. Handling bad situations arising during the Company's operation such as: Poor or very poor result report of the Company or facing legal and financial risks.
19. Signing and implementing Management Agreement between CMC Corp and Group's Members on strategy, investment, finance, planning, human resources, brands, communication, information systems, research and development, inspection and supervision.
20. Other relevant rights and obligations (investment projects, sales contracts, credit contracts, loans and other matters) specified in the Matrix of Authority Delegation approved by the Board of Directors of CMC Corp for each Group's Members.
21. Other rights and obligations as stipulated in the Company's Charter, the CMC Corp's Charter, the internal regulations of the Group and the provisions of law.
22. The above rights will be specified and allocated to the apparatus participating in corporate governance according to this regulation and other internal rules and regulations.

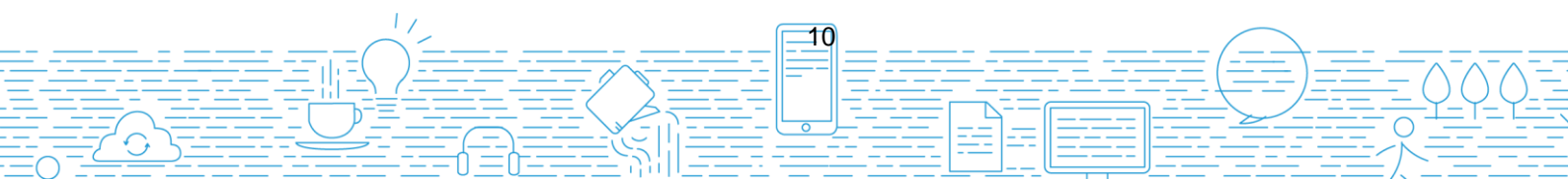
ARTICLE 9. CMC CORP'S POWERS AND RESPONSIBILITIES OF GROUP'S MEMBERS OWNED BY CMC CORP FROM 50% OF CHARTER CAPITAL OR CMC CORP HOLDS CONTROLLING RIGHTS

CMC Corp has the following powers and responsibilities in the Companies in which CMC Corp holds controlling shares or controlling rights:

1. Exercising rights and obligations of the shareholder/capital contributor:
 - 1.1. Contributing fully and on time the amount of capital committed to contribute or the number of shares committed to purchase. Being responsible for the debts and other property obligations of the Company within the committed capital contribution (for multi-member limited liability company) or the contributed capital to purchase shares of the Company (for joint stock company).
 - 1.2. Deciding the contributed capital/shares owned by CMC Corp in accordance with the Company's Charter and law.
 - 1.3. Receiving the remaining assets of the Company in proportion to its contributed capital/shares when the Company is dissolved or declared bankruptcy.



- 1.4. Appointing the Authorized Representative to manage the capital contributed to the Company, nominating candidates to the Board of Directors/Members' Council and the Board of Supervisors of the Company.
- 1.5. Other rights and obligations of shareholders are prescribed in the Company's Charter and related laws.
2. Exercising the controlling rights of CMC Corp through the Authorized Representative and/or the Managing Representative (member of the Board of Directors) to cast the vote on the following matters at the General Meeting of Shareholders or the Board of Directors or Members' Council of the Company:
 - 2.1. Approving the development orientation of the Company.
 - 2.2. Increasing or decreasing the charter capital, shares offer, class of shares and the total number of shares of each type of the authorized shares, the share offering price; employee stock ownership plan; redemption of shares/capital contribution of the Company; valuation of assets contributed which are not money, gold or foreign currencies to the Company.
 - 2.3. Deciding the annual dividend rate of each type of share; timing and procedures for dividend payment or handling losses incurred during the business process.
 - 2.4. The plan to mobilize capital by other forms such as issuing bonds, borrowing from domestic and foreign credit institutions, individuals and other sources.
 - 2.5. Appointing, dismissing and removing members of the Board of Directors and members of the Board of Supervisors; considering and penalizing for violations of the Board of Directors, the Board of Supervisors causing damage to the Company and its shareholders/capital contributors.
 - 2.6. Approving the audited financial statements; Reports of the Board of Directors, Reports of the Board of Supervisors annually.
 - 2.7. Deciding the Company's strategy and strategy for products and services.
 - 2.8. Deciding the long-term investment plans and annual investment plans of the Company.
 - 2.9. Approving annual plans and results of production and business of the Company.
 - 2.10. Deciding the organizational structure and internal management regulations of the Company to ensure compliance with the regulations issued by CMC Corp.
 - 2.11. Deciding to set up subsidiaries, branches, representative offices and capital contribution and share purchase of other enterprises.
 - 2.12. Approving other contents within the authority of the Board of Directors and the General Meeting of Shareholders of the Company (investment projects, sale and purchase contracts, credit contracts, loans and other issues) are specified in the Matrix of



Authority Delegation approved by the Board of Directors of CMC Corp for the Authorized Representative and/or Managing Representative in each Company.

- 2.13. Deciding the reorganization, dissolution, bankruptcy declaration of the Company.
3. Assigning duties and instructing the Authorized Representative to protect the legal rights and interests of CMC Corp in the Company. The rights and obligations of the Authorized Representative are specified in Chapter IV of this Regulation, the Regulation of Authorized Representative and the Matrix of Authority Delegation approved by the Board of Directors of CMC Corp for the Representative at each Company.
 4. Through the Managing Representative of CMC Corp at the Board of Directors/Members' Council to instruct and request the Board of Management of the Company to evaluate and research the unplanned requirements to submit to the Board of Directors/Members' Council for approval.
 5. Through the Managing Representative of CMC Corp at the Board of Supervisors to supervise the Board of Directors/Members' Council and the Board of Management in the management and administration of the Company, perform other functions and duties of the Board of Supervisors at the request of the Parent Company and in accordance with the law.
 6. Through the Authorized Representative/Managing Representative, request the Company to:
 - 6.1. Provide the reports, documents and information necessary to prepare the consolidated financial statements of CMC Corp.
 - 6.2. Propose the Board of Directors/Members' Council of the Company to approve the signing and implementing of the Management Contract/Agreement between CMC Corp and the Company on strategy, investment, finance, plans and human resource, brands, communications, information systems, information technology and telecommunications systems, research and development, inspection and supervision.
 7. Not abusing the controlling right to harm the interests of the Company, creditors, shareholders, capital contributors and other related parties.

ARTICLE 10. RIGHTS AND OBLIGATIONS OF CMC CORP IN THE COMPANY OWNED BY CMC CORP OF LESS THAN 50% OF CHARTER CAPITAL (NON-CONTROLLING)

1. CMC Corp exercises the rights and obligations of the shareholder, capital contributor:
 - 1.1. Contributing fully and timely, the amount of capital committed to contribute or the number of shares committed to purchase. Being responsible for the debts and other property obligations of the Company within the committed capital contribution (for multi-member limited liability companies) or the contributed capital to purchase shares of the Company (for joint stock company).



- 1.2. Deciding the contributed capital/shares owned by CMC Corp in accordance with the Company's Charter and law.
 - 1.3. Receiving the remaining assets of the Company corresponding to its contributed capital/shares when the Company is dissolved or declared bankrupt.
 - 1.4. Appointing the Authorized Representative to manage the contributed capital in the Company; nominating candidates to the Members' Council, Board of Directors and Board of Supervisors of the Company. Other rights and obligations of shareholders/capital contributors are prescribed in the Company's Charter and related laws.
2. CMC Corp exercises the rights of shareholders/capital contributors through the Authorized Representatives. Assigning and instructing the Authorized Representative/Managing Representative to protect the legitimate rights and interests of CMC Corp in the Company. The rights and obligations of the Authorized Representative/Managing Representative are specified in Chapter IV of this Regulation, the Regulation on Authorized Representative and the Matrix of Authority Delegation approved by the Board of Directors of CMC Corp for the Representative in each Company.

CHAPTER III.

AUTHORITY OF CMC CORP IN GROUP'S MEMBERS

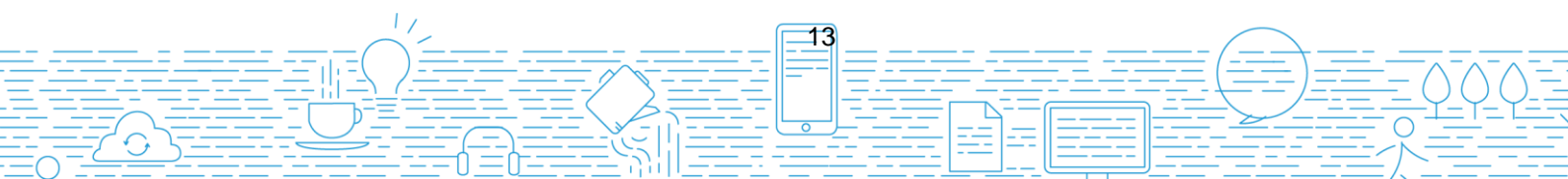
AND COMPANIES IN WHICH CMC CORP HAS CAPITAL CONTRIBUTION

ARTICLE 11. MANAGEMENT ORGANIZATION STRUCTURE OF CMC CORP PARTICIPATING IN MANAGEMENT IN THE GROUP'S MEMBERS AND COMPANIES IN WHICH CMC CORP HAS CAPITAL CONTRIBUTION

1. The Board of Directors is the top level of CMC Corp to manage the Group's Members and the companies in which CMC Corp has capital contribution. Depending on the functions, duties and type of the company, the Board of Directors of CMC Corp shall issue regulations on delegation of authority for the below management organizations to approve and decide important matters at each Company:
 - 1.1. Chairman of the Board of the Directors.
 - 1.2. General Director.
 - 1.3. Authorized Representative and/or Managing Representative.
 - 1.4. Professional Departments.
2. Approving authority of the Board of Directors, Chairman of the Board of Directors and General Director of CMC Corp on matters of the Group's Members and companies in which CMC Corp has capital contribution:



- 2.1. Approving authority for matters of the one-member limited liability company owned by CMC Corp are specified in Appendix No. 03 attached to this Regulation.
- 2.2. Approving authority for matters of the joint stock company, multi-member limited liability company in which CMC Corp owns 50% or more of charter capital (controlling ownership) is specified in Appendix No. 04 attached to this Regulation.
- 2.3. Approving authority for matters of the joint stock company, multi-member limited liability company in which CMC Corp owns less than 50% of charter capital (non-controlling ownership) (including companies defined in Clause 3 and Clause 4, Article 3 of this Regulation) are specified in Appendix No. 05 to this Regulation.
3. The authority of the Authorized Representative and/ or the Managing Representative is specified in the Matrix Authority Delegation issued by the Board of Directors of CMC Corp for each Group's Members and companies in which CMC Corp has capital contribution. The Board of Directors may adjust the matrices of authority delegation from time to time to suit the practical situation.
4. With regard to matters under deciding/approving/passing authority of the Board of Directors or the Chairman of the Board of Directors according to the delegation of authority, the General Director of CMC Corp is responsible for considering, evaluating, giving opinions before submitting to the Chairman of the Board of Directors and/or the Board of Directors for approval/decision/pass. The General Director of CMC Corp is responsible for implementing, supervising, controlling the implementation of these contents in the Group's Members and companies in which CMC Corp has capital contribution, handling issues during the implementation and proposing remedies (if any) to the Board of Directors, Chairman of the Board of Directors. The General Director is responsible for periodically report to the Chairman of the Board of Directors on progress and result of the above decisions.
5. Every decision, instruction, approval of the Board of Directors, Chairman of the Board of Directors, General Director of CMC Corp regarding the matters under deciding authority as provided in Appendix No. 03, 04, 05 attached to this Regulation and matrices of authority delegation issued by the Board of Directors of CMC Corp for each company must be in writing.
6. Decisions, instructions, approvals of the Board of Directors, Chairman of the Board of Directors, General Director of CMC Corp shall be a basis for the Authorized Representative and/or Managing Representative in each Company to decide or to vote respectively in the General Meeting of Shareholders or the Board of Directors/Members' Council of the Company.



ARTICLE 12. FUNCTIONS, DUTIES OF THE PROFESSIONAL DEPARTMENTS OF CMC CORP IN THE GROUP'S MEMBERS AND COMPANIES IN WHICH CMC CORP HAS CAPITAL CONTRIBUTION

The professional departments of CMC Corp have the following duties:

1. Functions, duties of the professional departments are provided in the rules on organization structure and functions and duties of the Departments/Divisions of CMC Corp, this Article and Appendix No. 03, 04, 05 attached to this Regulation.
2. Besides, the professional departments of CMC Corp have the following duties:
 - 2.1. Preparing regulations, rules, policies on professional management to submit the competent authority for approving, which are applicable to all over the Group.
 - 2.2. Reviewing, advising on profession of the proposals of the Companies in every aspect (strategy, finance, market, legal affairs, human resource, communications), assisting the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp, Members' Council/Board of Directors to decide. Every decision with high professionalism must be reviewed by the professional departments regardless of level of decision making.
 - 2.3. Being on behalf of and supporting the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp to comprehensively supervise and control all areas of its professional management, especially financial and risk control. The implementation is based on the rules, regulations, and policies issued by the Group and Companies.
 - 2.4. Managing, supervising the departments/divisions of the Companies vertically. Advising evaluation of appointment, dismissal, and work results of the subordinated head of the division vertically.
 - 2.5. Developing or advising, assisting the Companies in drafting the Appendix of the Regulations and policies in accordance with the Company's characteristics but ensuring compliance with the Group's regulations and policies.
 - 2.6. Training and guiding the Companies to implement the Group's regulations and policies.
 - 2.7. Advising on the construction and implementation of joint activities of the Group (communication, culture).
 - 2.8. Performing other functions and duties according to the Management Contract/Agreement between CMC Corp and the Group's Members, according to the rules on organizational structure, functions, and duties of the

departments/divisions/bodies of CMC Corp and as assigned by the competent authorities of CMC Corp from time to time.

2.9. Providing service (upon request).

CHAPTER IV.

THE AUTHORIZED REPRESENTATIVE, MANAGING REPRESENTATIVE IN THE GROUP'S MEMBERS AND COMPANIES IN WHICH CMC CORP HAS CAPITAL CONTRIBUTION

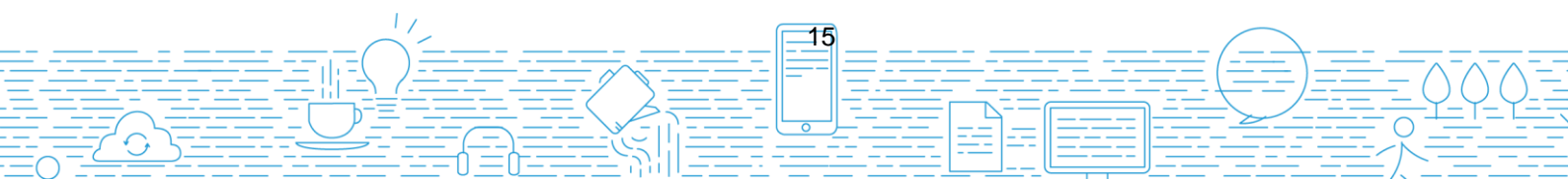
ARTICLE 13. POWERS AND OBLIGATIONS OF THE AUTHORIZED REPRESENTATIVE AND MANAGING REPRESENTATIVE

1. Protecting the maximum rights and interests of CMC Corp in companies in which CMC Corp has capital contribution;
2. **Rights and obligations of the Authorized Representative:**

2.1. The Authorized Representative exercises the following rights:

- (i) Being on behalf of CMC Corp to perform powers and duties of the owner/shareholder/capital contributor in the Group's Members and companies in which CMC Corp has capital contribution, including:
 - Promulgating decisions on matters falling under approving authority of the Owner in the one-member limited liability company.
 - Voting and/or giving opinion in compliance with the instruction of the competent authority of CMC Corp in the General Meeting of Shareholders and/or the Board of Directors/Members' Council of the companies in which CMC Corp has capital contribution.
- (ii) Running for management, executive positions in the companies in which CMC has capital contribution in compliance with the provisions of this Regulation and Charter of the companies in which CMC Corp has capital contribution.
- (iii) Enjoying the salary, allowance, bonus and other benefits in compliance with the laws.
- (iv) Participating the meeting of the Board of Directors and Board of Management of CMC Corp on the matters related to the enterprises in which he/she is the Authorized Representative.

2.2. The Authorized Representative has the following duties:



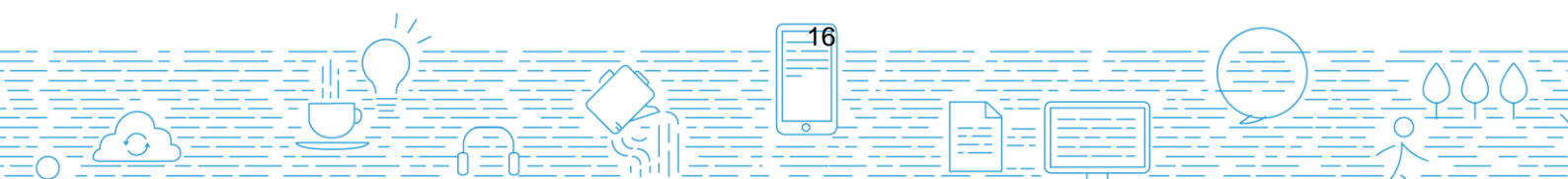
- (i) Monitoring, supervising the status of usage of capital contribution of CMC Corp in the company in which CMC Corp has capital contribution. When being on behalf of CMC Corp to exercise the rights of the Owner or shareholder or capital contributor or joint venture party in the meetings of General Meeting of Shareholders or Members' Council or joint venture parties in compliance with instructions approved by the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp, especially CMC Corp is the controlling shareholder, capital contributor.
- (ii) Monitoring, supervising operation and business status, finance, operation and business result of the companies in which CMC Corp has capital contribution, together with reporting periodically or upon request of the General Director and/or the Board of Directors/Chairman of the Board of Directors of CMC Corp on assigned matters. Ensuring the correctness, completeness, honesty, reliability of the reports, data provided by the Company.
- (iii) Monitoring, urging and implementing the recovery of capital in the company in which CMC Corp has capital contribution upon request.
- (iv) When participating management and administration apparatus of the company which has capital contribution, studying, proposing orientation, measure, plan of his/her operation in the company which has capital contribution to submit the General Director/Chairman of the Board of Directors/Board of Directors of CMC Corp for approval.
- (v) Reporting actively and seeking instruction from the General Director/Chairman of the Board of Directors/Board of Directors of CMC Corp depending on the delegation of authority before participating meeting and voting on the critical matters of the company in which has capital contribution.

2.3. The Authorized Representative shall have the rights and obligations as provided in the Regulation on Authorized Representative issued by the Board of Directors of CMC Corp.

3. **Powers and obligations of the Managing Representative:**

The Managing Representative is responsible for assisting, implementing duties assigned/instructed by the Authorized Representative and/or Group Leader.

4. In case there are 2 and more Representatives (including the Authorized Representative and the Managing Representative) in the company which has capital contribution, CMC Corp shall assign Group Leader position for 01 (one) Authorized Representative. Members shall perform in the basis of unanimous agreement and close cooperation in the course of



performing duties. Group Leader is responsible for summary and report on the operation of the group of Representatives.

5. In case the group of Representatives has different opinions on a same matter, the Group Leader is responsible for reporting fully the opinions of other Representatives for consideration and decision of the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp. Opinion of the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp is final decision for compliance and implementation of the group of Representatives.

CHAPTER V.

GENERAL DIRECTOR OF ONE-MEMBER LIMITED LIABILITY COMPANY

ARTICLE 14. FUNCTIONS AND DUTIES OF THE GENERAL DIRECTOR OF ONE-MEMBER LIMITED LIABILITY COMPANY

1. The General Director has the authority to directly manage and decide matters related to daily business operation of the Company, including:
 - 1.1. Organizing the implementation of business plans and investment plan of the Company, managing matters related to the daily business operation of the Company;
 - 1.2. Organizing the implementation of the directives and decisions of the Chairman/Members' Council of the Company and the competent authorities of CMC Corp, developing and implementing the Company's development strategies upon approval of the Chairman/The Members' Council of the Company and the competent authorities of CMC Corp;
 - 1.3. Signing financial and commercial contracts, official letters and transaction documents of the Company falling under his/her authority. For the contracts, papers falling under the deciding authority of the Chairman/Members' Council of the Company or the competent authorities of CMC Corp, the General Director of the Company can only sign upon approval of the contracts and papers by the Chairman/Members' Council of the Company or the competent authorities of CMC Corp.
 - 1.4. Promulgating the internal management regulations of the Company (except for the regulations issued by the Chairman/Members' Council of the Company in accordance with the Regulations of the Chairman/Members' Council of the Company). The internal management regulations of the Company issued by the General Director must not be contrary to the regulations issued by CMC Corp. If there is any difference, the General Director of the Company must submit to the Chairman/Members' Council of the



Company and the General Director/Chairman of the Board of Directors/Board of Directors of CMC Corp for approval.

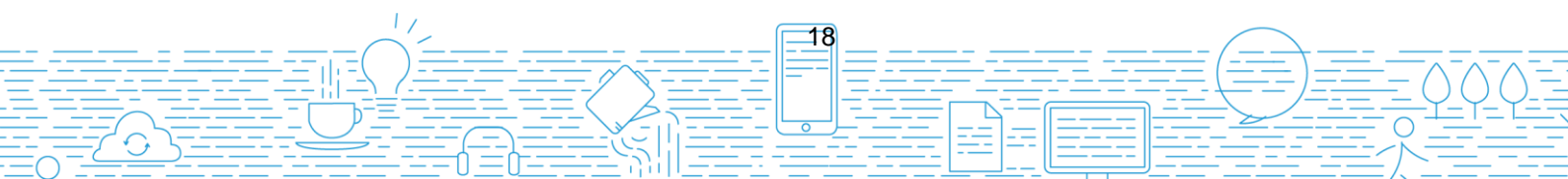
- 1.5. Recruiting, signing labor contracts, appointing/dismissing/removing, deciding on salaries, reward, discipline and planning of senior adjacent officials except for positions under the deciding authority of the Chairman/Members' Council of the Company and the competent authorities of CMC Corp.
2. The General Director of the Company submits to the Chairman/Members' Council of the Company for consideration and opinions on matters under the deciding authority of the Chairman/Members' Council and/or the competent authorities of CMC Corp. In case the Chairman/Members' Council of the Company fails to approve or submit to the competent authorities of CMC Corp and the General Director of the Company may find the Company adversely affected, he/she has the right to submit directly to the General Director of CMC Corp for consideration.

ARTICLE 15. OBLIGATIONS OF THE GENERAL DIRECTOR OF ONE-MEMBER LIMITED LIABILITY COMPANY

1. The General Director of one-member limited liability company has the following obligations:
 - 1.1. Effectively managing the Company's business operations, preserving and developing the capital of the Company.
 - 1.2. Complying with all decisions, Regulations and rules issued by CMC Corp.
2. Report:
 - 2.1. Periodic Report

Periodically, the General Director of the Company reports all operations of the Company to the Chairman of the Company/Members' Council and the General Director, Chairman of the Board of Directors/Board of Directors, professional departments of CMC Corp in writing (pro-forma form), proposing matters that need to be solved (if any) for the consideration and approval of competent authorities, in which:

- Monthly financial statements must be submitted no later than the 8th (eighth) day of the following month.
- Quick report on the results of monthly business operation must be submitted before the 10th (tenth) day of the following month.
- Quarterly financial statements must be submitted no later than the 10th (tenth) day of the first month of the following quarter.



- Quarterly operation reports (pro-forma form) must be submitted before the 12th (twelfth) day in the first month of the following quarter.
 - Quarterly business plan and budget plan must be submitted before the 12th (twelfth) day in the first month of the following quarter.
 - Annual financial statements must be submitted no later than the 15th (fifteenth) day in the first month of the following fiscal year (April 15).
 - Annual operation report must be submitted before the 18th (eighteenth) day in the first month of the following fiscal year (April 18).
 - Annual business plan and budget plan must be submitted by the 15th (fifteenth) day in the 11th (eleventh) month of the previous fiscal year (February 15).
- 2.2. Report upon request of the Chairman of the Company/Members' Council and/or General Director of CMC Corp:
- General Director of the Company is obliged to report all matters related to production and business operation, implementation of investment projects, personnel and other matters at the request of the Chairman of the Company/Board of Directors and/or General Director of CMC Corp.
- 2.3. Report upon request of the professional departments of CMC Corp:
- The General Director of the Company is obliged to provide information and report the operations upon request of the professional departments of CMC Corp.
 - The General Director of the Company is responsible for ensuring the correctness, completeness, truthfulness and reliability of the Company's reports and figures.
3. Annual, Quarterly meetings:
- The Company holds quarterly meetings to report to the competent authorities of CMC Corp on all operations of the Company, discuss solutions to accomplish the Company's targets.
4. Professional departments of CMC Corp exercise the right to inspect, control and supervise the operation of the Board of Management and other departments in the Company as stipulated in the Management Rights Contract/Agreement or the authorization of CMC Corp and/or Chairman of the Company/Members' Council. The General Director of the Company is responsible for appointing a coordinator to create favorable conditions for CMC Corp's professional departments in its management, inspection and supervision activities.



CHAPTER VI.

MANAGEMENT AGREEMENT WITH THE GROUP'S MEMBERS

ARTICLE 16. GENERAL PRINCIPLES

CMC Corp executes management agreements with its the Group's Members, which states:

1. CMC Corp instructs the main operation of the Group's Members.
2. Important matters of the Group's Members, that require the approval of CMC Corp.
3. General policies and management tools need to be consistently applied within the Group.
4. CMC Corp's right to inspect and supervise operation in the Group's Members.

ARTICLE 17. IMPLEMENTATION OF THE RIGHT OF INSPECTION AND SUPERVISION

1. The right to inspect and supervise the operation of the Group's Members shall be implemented through the operation of the Internal Auditor and professional departments of CMC Corp.
2. The target of the internal auditor for the Group's Members is to focus on inspecting and evaluating: (1) the compliance of the Group's Members with the Group's general policies and regulations and the law; (2) the correctness and transparency of operation and financial information; (3) effectiveness of the internal control system in the Company.

ARTICLE 18. MANAGEMENT RIGHTS AGREEMENT AND OBLIGATIONS OF CMC CORP WITH THE GROUP'S MEMBERS:

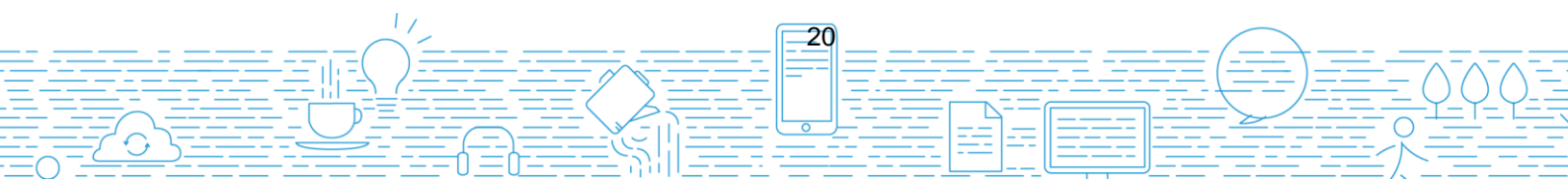
The General Director of CMC Corp and professional departments of CMC Corp drafting to prepare a Management Contract/Agreement between CMC Corp and the Group's Members.

CHAPTER VII.

HANDLING OF VIOLATIONS

ARTICLE 19. HANDLING OF VIOLATIONS

1. Sanctions imposed on the Company that does not comply with the administrative requirements:
 - 1.1. When the Group's Members fail to comply with the requirements on preparation and implementation of regulations, reporting regime:
 - (a) Depending on the seriousness of the violation, the General Director of the Group's Members and/or relevant individuals will be reminded, reprimanded, or applied. other forms of violation sanctions subject to the decision of the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp



(according to the delegation of authority) and in accordance with the provisions of law.

- (b) If the violation with intention and/or opposition, the General Director of the Group's Members and/or related individuals will be transferred to another job, dismissed, removed and/or terminated labor relationship.

1.2. When the Group's Members violates the promulgated rules and regulations (including the regulations of the Company and the Group), violates the resolutions and decisions of the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp:

- (a) Depending on the seriousness of the violation, the General Director of the Group's Members and/or related individuals will be reminded, reprimanded, dismissed, removed from office or applied other forms of violation sanctions subject to decisions of the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp (according to the delegation of authority) and in accordance with the provisions of law.
- (b) If the violation results in damages in material and image, reputation and trademark of the Company and/or the Group, the General Director of the Group's Members and/or the relevant individuals will be subject to sanction as provided in Point 1.2.a, Clause 1 of this Article, together with compensation of all damages to the Company and/or the Group and be subject to criminal prosecution (if any).

2. Sanctions for the Group's Members that do not meet the targets:

2.1. The Group's Members achieve the year results below the minimum target (year) according to the plan approved by the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp (according to delegation of authority), the General Director of the Group's Members shall be subject to one of the following sanctions:

- (a) Be reminded and must create measures to develop the Company or;
- (b) To be reduced from 1 to 2 wage levels according to the decision of the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp (according to the delegation of authority) or;
- (c) Being transferred to another position or dismissed, removed if the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp (according to the delegation of authority) considers that his/her capacity is inappropriate.



2.2. The Group's Members achieve annual results of less than 50% of the annual target according to the plan approved by the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp (according to the delegation of authority), the Board of Directors may consider applying one or the more sanctions at Point 2.1, Clause 2 of this Article to the General Director of the Group's Members.

2.3. The Group's Members fail to achieve results for 2 consecutive years according to the minimum target as per approved plan by the Board of Directors/Chairman of the Board of Directors/General Director of CMC Corp (according to the delegation of authority), General Director of the Group's Members may be dismissed and/or terminated labor relationship if the Board of Directors/Chairman of Board of Directors/General Director of CMC Corp (according to the delegation of authority) has no other decision.

CHAPTER VIII. IMPLEMENTATION

ARTICLE 20. RESPONSIBILITIES FOR IMPLEMENTATION

The Board of Directors, the Chairman of the Board of Directors, the General Director of CMC Corp, the General Director of the Group's Members, the Authorized Representative/ Managing Representative and the Head professional departments/divisions/bodies of CMC Corp are responsible for the implementation of this Regulation.

ARTICLE 21. VALIDITY

1. This Regulation consists of 08 Chapters, 21 Articles and takes effect from the date of promulgation according to the Decision of the Board of Directors of CMC Corp.
2. During the implementation process, if any issue arises that needs to be amended and supplemented, the General Director of CMC Corp submits to the Board of Directors for consideration and approval.

Recipients:

- *Member of the Board of Directors, Board of Supervisors of CMC Corp;*
- *General Director of CMC Corp;*
- *Authorized representative;*
- *General Director of the Group's Members;*
- *Departments of CMC Corp;*
- *To archive in the Offices of the General Director, Board of Directors;*
- *To archive in the Office of Company.*

CMC CORPORATION
CHAIRMAN OF THE BOARD OF DIRECTORS



NGUYEN TRUNG CHINH



APPENDIX 1: APPROVAL AUTHORITY FLOWCHART

APPENDIX 2: PROCEDURES FOR INSTRUCTION OF THE GROUP'S MEMBERS

APPENDIX 3: MATRIX OF AUTHORITY DELEGATION BETWEEN CMC CORPORATION AND ONE-MEMBER LIMITED LIABILITY COMPANY OWNED BY CMC CORPORATION

APPENDIX 4: MATRIX OF AUTHORITY DELEGATION BETWEEN CMC CORPORATION AND COMPANY IN WHICH CMC CORP OWNS 50% AND MORE OF CHARTER CAPITAL

APPENDIX 5 : MATRIX OF AUTHORITY DELEGATION BETWEEN CMC CORPORATION AND COMPANY IN WHICH CMC CORP OWNS LESS THAN 50% OF CHARTER CAPITAL



GOVERNANCE REGULATION

Ref. No.:

BETWEEN CMC CORP AND THE GROUP'S MEMBERS

Issuance: The 3rd time

Effective date: September 3, 2019

Amendment: The 2nd time

Amendment date: September 3, 2019

AMENDMENTS LOG

Date	Revision	*A, M, D	Description	Author
November 8, 2013		A	The first issuance of the Governance Regulation between CMC Corporation and the Group's Members	Tran My Le
October 6, 2014		M	The first amendment of the Governance Regulation between CMC Corporation and the Group's Members	Tran Dieu Thuy
September 3, 2019		A, M, D	The second amendment of the Governance Regulation between CMC Corporation and the Group's Members	Tran My Le

* A: Addition; M: Modification; D: Deletion

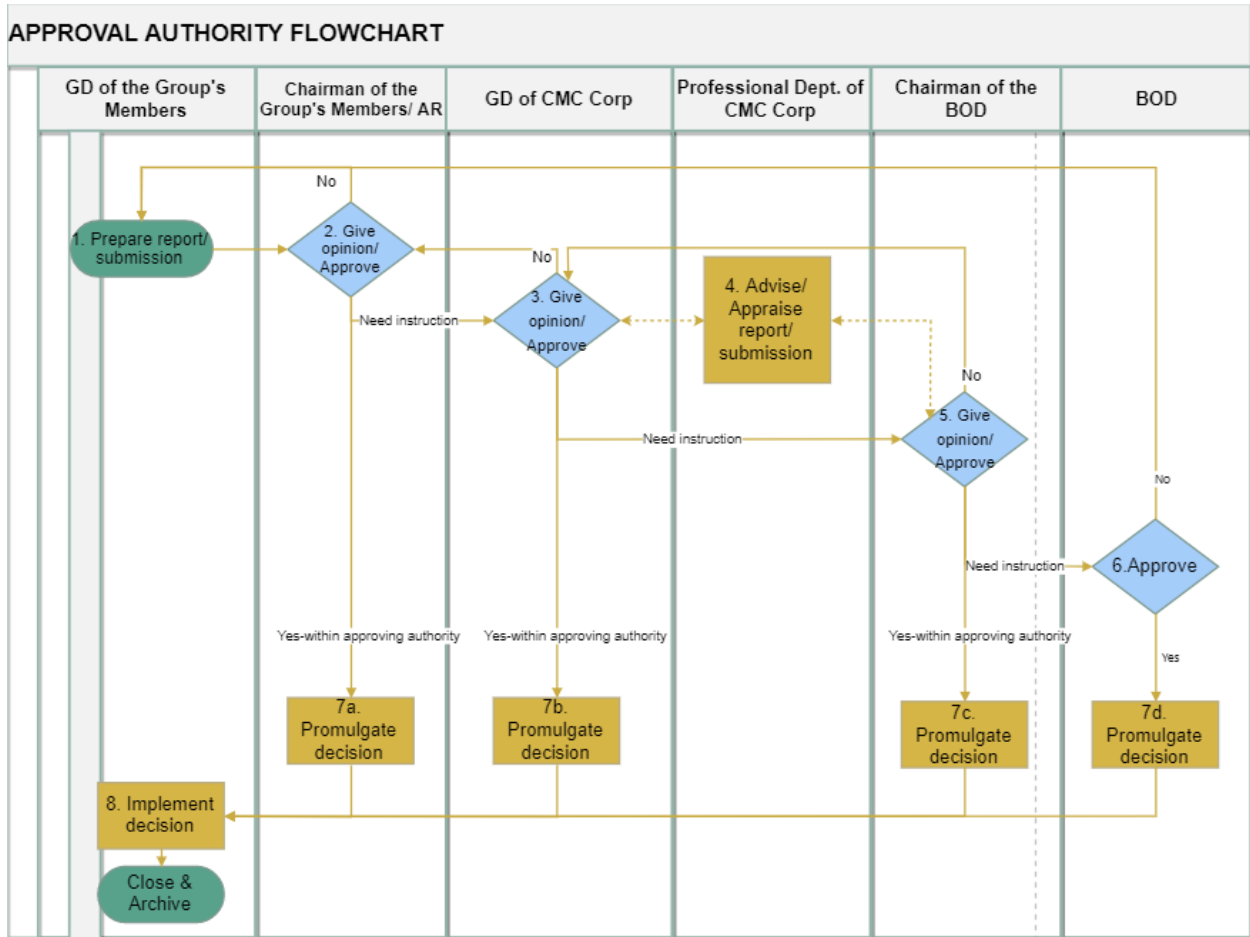




APPENDIX 01 – APPROVAL AUTHORITY FLOWCHART

(Enclosed with the Governance Regulation between CMC Corporation and the Group's Members under Decision No. 16/2019/QD-CTHDQT dated September 03, 2019 of the Chairman of the Board of Directors)

I. Approval Authority Flowchart





II. Detail description

No.	Step	Description	In charge	Timing	Recipients	Related Documents
1.	Preparing report/ submission	Based on operation situation of Corporation's Members, preparing report/submission as prescribed; proposing business strategy; proposing investment strategy; proposing policies, etc. to send Chairman of the Group's Members/Authorized Representative for review.	General Director of the Group's Members		Chairman of the Group's Members/ Authorized Representative	<ul style="list-style-type: none"> - Governance Regulation between CMC Corp and the Group's Members - Matrix of Authority Delegation. - Organization and Operation Regulation of the Board of Management of the Group's Members
2.	Commenting/ Approving	<ul style="list-style-type: none"> - In case of being beyond deciding authority: review, give comments to the report/submission and send to the General Director of CMC Corp. - In case of being under deciding authority: <ul style="list-style-type: none"> ➢ If agree with the report/submission: promulgate the decision. ➢ If the report/submission fails is not qualified for approval: return it to the General Director of the Group's Members. 	Chairman of the Group's Members/ Authorized Representative	The time for submitting report/ seeking opinion as prescribed in Article 15 of the Regulation on Authorized Representative	Office of the General Director of CMC Corp/ General Director of the Group's Members	<ul style="list-style-type: none"> - Governance Regulation between CMC Corp and the Group's Members - Regulation on Authorized Representative - Matrix of Authority Delegation



3.	Commenting/ Approving	<ul style="list-style-type: none"> - In case of being beyond deciding authority: immediately deliver the report/submission to the Chairman of the Board of Directors of CMC Corp together with considering giving opinion to the report/submission (if any). - In case of being under deciding authority: <ul style="list-style-type: none"> ➢ If disagree: if the proposal is not qualified for approval, return it to the Authorized Representative/Chairman of the Group's Members. ➢ If agree: Approve the matters that is under the authority. Decide and promulgate the decision. 	General Director of CMC Corp	05 working days or no later than the time when the Authorized Representative is obliged to vote	Office of the Board of Directors of CMC Corp/ Authorized Representative / Chairman of the Group's Members	<ul style="list-style-type: none"> - Organization and Operation Regulation of the Board of Directors of CMC Corp - Organization and Operation Regulation of the Board of Management of CMC Corp - Governance Regulation between CMC Corp and the Group's Members - Matrix of Authority Delegation - Regulation on Authorized Representative
4.	Advising/ Appraising	<ul style="list-style-type: none"> - Advising the General Director of CMC Corp/Board of Directors of CMC Corp and appraising matters proposed by the Chairman of the Group's Members/ Authorized Representative. 	Professional Department of CMC Corp	05 working days or no later than the time when the Authorized Representative is obliged to vote	Office of the Board of Directors of CMC Corp/ Office of the General	<ul style="list-style-type: none"> - Organization and Operation Regulation of the Board of Directors of CMC Corp - Organization and Operation



					Director of CMC Corp	<ul style="list-style-type: none"> Regulation of the Board of Management of CMC Corp - Governance Regulation between CMC Corp and the Group's Members - Matrix of Authority Delegation
5.	Commenting/ Approving	<ul style="list-style-type: none"> - In case of being beyond deciding authority: immediately deliver the report/submission to the Board of Directors together with considering giving opinion (if any). - In case of being under deciding authority: <ul style="list-style-type: none"> ➢ If disagree: Return the report/submission to the General Director of CMC Corp. ➢ If agree: Approve and promulgate the decision. 	Chairman of the Board of Directors of CMC Corp	05 working days or no later than the time when the Authorized Representative is obliged to vote	Office of the Board of Directors of CMC Corp/Office of the General Director of CMC Corp	<ul style="list-style-type: none"> - Organization and Operation Regulation of the Board of Directors of CMC Corp - Organization and Operation Regulation of the Board of Management of CMC Corp - Governance Regulation between CMC Corp and the Group's Members - Matrix of Authority Delegation



6.	Approving	<p>Approving the procedure of report/submission of the Group's Members:</p> <ul style="list-style-type: none"> - If disagree: Return the report/submission to the General Director of CMC Corp. - If agree: Promulgate the decision 	Board of Directors	05 working days or no later than the time when the Authorized Representative is obliged to cast the vote	Office of the Board of Directors of CMC Corp/Office of the General Director of CMC Corp	<ul style="list-style-type: none"> - Organization and Operation Regulation of the Board of Directors of CMC Corp - Governance Regulation between CMC Corp and the Group's Members - Matrix of Authority Delegation
7.	Promulgating decision	<p>Promulgating the approved decisions under the authority:</p> <ul style="list-style-type: none"> - Approval of the Chairman of the Group's Members/Authorized Representative. - Approval of the General Director of CMC Corp. - Approval of the Board of Directors. 	Board of Directors/ Chairman of the Board of Directors of CMC Corp/ General Director of CMC Corp/ Chairman of the Group's Members/ Authorized Representative		Office of the Board of Directors of CMC Corp/ Office of the General Director of CMC Corp/ Chairman of the Group's Members/ Authorized Representative / General Director of the	<ul style="list-style-type: none"> - Organization and Operation Regulation of the Board of Directors of CMC Corp - Organization and Operation Regulation of the Board of Management of CMC Corp - Governance Regulation between CMC Corp and the Group's Members

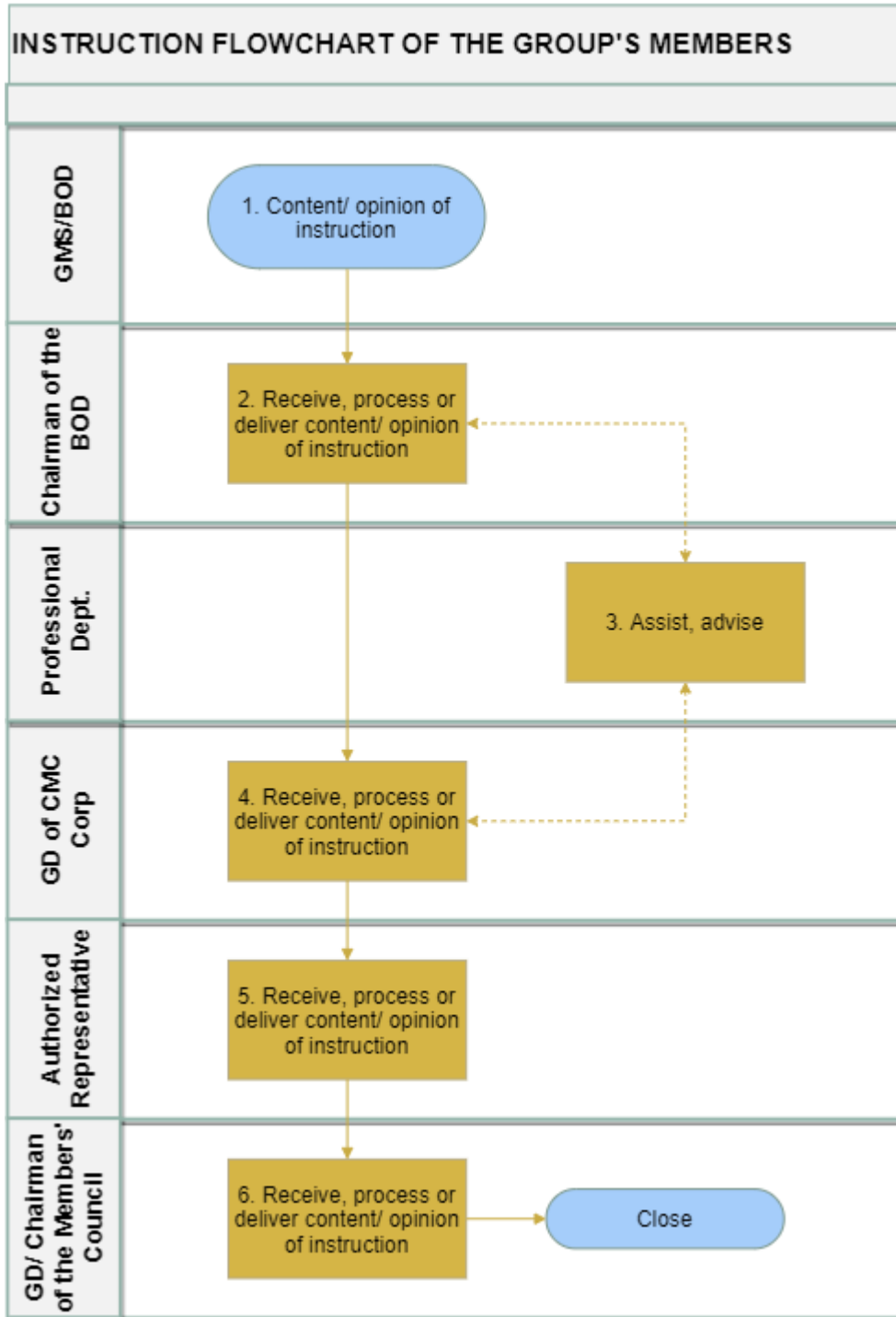


					Group's Members	<ul style="list-style-type: none">- Matrix of Authority Delegation- Regulation on Authorized Representative
8.	Implementing decision	Implementing the approved decision and recording the documents in accordance with the Matrix of Authority Delegation between CMC Corp and the Group's Members.	General Director of the Group's Members and relevant departments		Chairman/ General Director of the Group's Members/ Authorized Representative / General Director of the Group's Members	<ul style="list-style-type: none">- Governance Regulation between CMC Corp and the Group's Members- Matrix of Authority Delegation- Regulation on Authorized Representative

APPENDIX 02 – INSTRUCTION PROCESS OF THE GROUP’S MEMBERS

(Enclosed with Governance Regulation between CMC Corporation and the Group’s Members under Decision No. 16/2019/QD-CT HDQT dated September 03, 2019 of the Chairman of the Board of Directors)

I. Flowchart



II. Detail description

No.	Delegation of Authority	Description
I-Downward		
1.	GMS/BOD	Based on the authority regulated in the Charter of CMC Corp; Organization and Operation Regulation of the Board of Directors of CMC Corp; Matrix of Authority Delegation; upon requests the Chairman of the Board of Directors or the General Director to implement within his/her authority.
2.	Chairman of the Board of Directors of CMC Corp	Based on the authority in the Charter of CMC Corp; Organization and Operation Regulation of the Board of Directors of CMC Corp; Matrix of Authority Delegation, upon requests the General Director to implement within his/her authority.
3.	General Director of CMC Corp	According to the Charter of CMC Corp; Operation Regulation of the Board of Management of CMC Corp; Matrix of Authority Delegation, upon requests the Authorized Representative to implement within his/her authority.
4.	Professional Department	Based on the regulation of organizational structure, functions and duties of the professional departments of CMC Corp, assists the General Director's implementation within the authority.
5.	Authorized Representative	According to the Regulation on Authorized Representative of CMC Corp, Authorized Representatives perform their assignment as authorized in the Group's Members.
6.	Chairman/ General Director of the Group's Members	According to the Organization and Operation Regulation of the Board of Directors of CMC Corp; the Organization and Operation Regulation of the Board of Management of CMC Corp; Matrix of Authority Delegation, he/she performs works within his/her authority.
II-Upward		
6	Chairman/ General Director of the Group's Members	Pursuant to Appendix 01 of the Governance Regulation between CMC Corp and the Group's Members



No.	Delegation of Authority	Description
5	Authorized Representative	Pursuant to Appendix 01 of the Governance Regulation between CMC Corp and the Group's Members
4	Professional Department	Pursuant to Appendix 01 of the Governance Regulation between CMC Corp and the Group's Members
3	General Director of CMC Corp	Pursuant to Appendix 01 of the Governance Regulation between CMC Corp and the Group's Members
2	Chairman of the Board of Directors of CMC Corp	Pursuant to Appendix 01 of the Governance Regulation between CMC Corp and the Group's Members
1.	GMS/BOD	Pursuant to Appendix 01 of the Governance Regulation between CMC Corp and the Group's Members

Appendix 03: MATRIX OF AUTHORITY DELEGATION
between CMC Corporation and One-Member LLC owned by CMC Corp
(Enclosed with the Governance Regulation between CMC Corporation and the Group's Members)

Field	Decision	Document	BOD of CMC Corp	BOD's Chairman of CMC Corp	GD of CMC Corp	Chairman of subsidiary	Professional Dept. of CMC Corp (3)			Note
							Lead	Coordinator	Archive	
Orientation & Strategy	Development orientation of the Company	Charter/ Regulations	Decide	Propose	Propose, Comment	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	
	Company strategy		Decide	Propose	Propose, Comment	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	
	Business strategy for products and services			Decide	Propose, Comment	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	
	Solutions for market development, marketing and technology					Decide	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	
	Supplementing and changing business lines		Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	
	Changing the company name		Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	
Finance	Plan for increasing and decreasing charter capital	Charter/ Regulations	Decide	Propose	Propose, Comment	Propose	Finance-Plan	BOD Office	Finance-Plan BOD Office	
	Bond issuance and offering price of the bond of the company		Decide	Propose	Propose, Comment	Propose	Finance-Plan	BOD Office	Finance-Plan BOD Office	
	Plan to mobilize loan from credit		> 50 billions	50 billions ≥	≤ 5 billions	Propose	Finance-Plan		Finance-Plan BOD Office	

	institutions and loan guarantee			Decide>5 billions							
	Plan to mobilize loan from other organizations and individuals		> 50 billions	50 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan				
	Mobilizing and transferring loan between member units				Decide	Propose	Finance-Plan		Finance-Plan		
	Plan for distribution of profit after tax (including plan for establishment of funds and distribution of the funds)		Receive Report	Decide	Propose	Propose	Finance-Plan		Finance-Plan BOD Office		
	Plan for dealing with losses arising in the business		Receive Report	Decide	Propose	Propose	Finance-Plan		Finance-Plan BOD Office		
	Selection of auditing company		Decide	Propose	Propose	Propose	Finance-Plan		Finance-Plan BOD Office		
Report	Annual audited financial statement	Charter		Decide	Propose	Propose	Finance-Plan		Finance-Plan, GD Office BOD Office		
	Quarterly financial statement			Decide	Propose	Propose	Finance-Plan		Finance-Plan, GD Office BOD Office		
	Annual business result report				Decide	Propose	Propose	Finance-Plan		Finance-Plan, GD Office BOD Office	
	Quarterly business result report				Decide	Propose	Propose	Finance-Plan		Finance-Plan, GD Office BOD Office	
Plan	Business plan (revenue, profit, budget, investment, human resource,	Charter/Regulations	Decide	Propose	Propose	Propose	Finance-Plan	Strategy-Investment, Human Resource	Finance-Plan, GD Office BOD Office		

	salary fund planned on a quarterly basis) and development target (KPIpt)									
	Quarterly business plan (revenue, profit, budget, investment, human resources, salary fund)			Decide	Propose	Propose	Finance-Plan	Strategy-Investment, Human Resource	Finance-Plan, GD Office BOD Office	
Investment	Projects/Scheme/Method for upgrade/development of products and services (1)	Charter/ Regulations	> 50 billions	50 billions ≥ Decide > 10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office, GD Office	BOD Office archives BOD-level approvals
	Capital expenditure (capex) including plan and form of procurement & bidding (including procurement contract) (1)		> 50 billions	50 billions ≥ Decide > 10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Strategy-Investment	Strategy-Investment, BOD Office, GD Office	BOD Office archives BOD-level approvals
	Investing to establish subsidiaries, contributing capital to other companies (including additional capital contributions)		Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Strategy-Investment, BOD Office, GD Office	BOD Office archives BOD-level approvals
	Deciding reorganization (division, splitting, consolidation, merger, transformation), temporarily suspending business operation, dissolving or declaring bankruptcy in favor of the Group's Members contributed capital by CMC Corp		Decide	Propose	Propose	Propose				

	Assigning part or all of the contributed capital in the Invested Enterprise to other organizations and individuals		Decide	Propose	Propose	Propose	Finance-Plan	BOD Office, Legal	Strategy-Investment, BOD Office, GD Office	
Organization - Human Resource	Approving the initial charter and and its amendments, supplements to the charter of the company (except the matters under the approving authority of the Chairman of the Board of Directors of CMC Corp)	Charter	Decide	Propose	Propose	Propose	BOD Office	BOD Office	BOD Office, GD Office	
	Amending the Company's Charter on amendment of registered information such as head office address, phone number, email, etc. of the Company			Decide	Propose	Propose	BOD Office	BOD Office	BOD Office, GD Office	
	Matrix of Authority Delegation between CMC Corp and the Group's Members		Decide	Propose	Propose	Propose	BOD Office	Finance-Plan, Legal	BOD Office, GD Office	
	Regulations on Chairman/Members' Council and Board of Management (per approved delegation of authority)			Decide	Propose	Propose	BOD Office	Finance-Plan, Legal	BOD Office, GD Office	
	Reorganizing and restructuring of the company include: operating model (Members' Council or Chairman of the Company); division,		Decide	Propose	CB, Propose	Propose	BOD Office	Legal	BOD Office	

splitting, consolidation, merger, conversion of type; dissolution or bankruptcy of the Company.								
Approving the general organizational structure (from division/center level) of the Group's Members			Decide	Propose	Human Resource		BOD Office	
The organizational structure, standard titles of specialized staffs of the Group's members				Decide				
Establishment and dissolution of branches and representative offices		Decide	Propose	Propose	Legal	Finance-Plan	Legal, Finance-Plan	
Appointing, dismissing, handling violations, deciding the salaries, bonuses and other incentive policies (if any) of the Chairman of the Company		Decide	Propose	Propose		BOD Office Human Resource	BOD Office, GD Office	
Appointment, dismissal, removal, salaries, bonuses and other incentive policies (if any) for the General Director, Deputy General Director of the Company		Decide	Propose	Propose	Propose	BOD Office Human Resource	BOD Office, GD Office	

<p>Appointment, dismissal, demotion, salaries, bonuses and other incentive policies (if any) for Functional Directors (CFO, COO, CTO, CMO, CHO / CPO), Chief Accountant, Branch Director, Head of Representative Office.</p>		<p>Decide</p>	<p>Propose</p>	<p>Propose</p>	<p>BOD Office</p>	<p>Human Resource</p>	<p>BOD Office, GD Office</p>	
<p>Temporary suspension of the operation of the General Director of the Company if finds that the Director General has seriously violated the regulations, internal rules, causing loss of capital, assets, significant impact on the operation of the company</p>	<p>Receive Report</p>	<p>Decide</p>	<p>Propose</p>	<p>Propose</p>	<p>BOD Office</p>	<p>Human Resource, BOD Office</p>	<p>BOD Office, GD Office</p>	
<p>Suspending, cancelling immediately the decisions under the authority of the General Director of the Group's Members if decisions are harmful to the interests of the Company, violated the law, Company's Charter</p>	<p>Receive Report</p>	<p>Decide</p>	<p>Propose</p>	<p>Propose</p>	<p>Human Resource</p>	<p>Human Resource, BOD Office</p>	<p>BOD Office</p>	

Assigning the Authorized Representative/Managing Representative to exercise the ownership rights of shares or capital contribution in other companies, deciding their remuneration and other benefits (if any)			Decide	Propose	Propose	BOD Office	Finance-Plan	BOD Office, GD Office	
Approving final settlement of annual productivity wage fund			Decide	Propose	Propose	Finance-Plan	Human Resource, BOD Office	Finance-Plan, Human Resource	
Regulation/rule on strategic management				Decide	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan	
Regulation/rule on investment management				Decide	Propose	Finance-Plan	Strategy-Investment, Legal	Strategy-Investment, Finance-Plan	
Regulation/rule on business plan				Decide	Propose	Finance-Plan	Strategy-Investment	Finance-Plan	
Regulation/rule on finance				Decide	Propose	Finance-Plan	Legal	Finance-Plan	
Regulation/rule on procurement and tender				Decide	Propose	Finance-Plan	Strategy-Investment, Legal	Finance-Plan	
Regulation/rule on human resource				Decide	Propose	Human Resource		Human Resource	
Regulation/rule on income (salary, bonus) and KPI				Decide	Propose	Human Resource		Human Resource	
Other specific regulations of the Group's Members (other than the Group's regulations)				Decide	Propose	Relevant Dept.	Relevant Dept.	Human Resource	
Other regulations/procedures					Decide				

Commercial Transaction	Contracts/transactions with related persons (the representative of the Owner, General Director, Supervisor, managers of the Company's Owner and related persons)	Charter/Regulations		Decide	Propose	Propose	Finance-Plan	Legal	Finance-Plan	
	Contracts/transactions related to real estate: buying, selling real estate, renting and leasing land	Regulations		Decide	Propose	Propose	Finance-Plan	Legal	Finance-Plan	
	Technology transfer contracts/transactions under the Group's intellectual property management regulations				Decide	Propose	Legal	Finance-Plan, Strategy-Investment	Legal, Finance-Plan	
	Sponsorship contracts/transactions (for communication purposes) included in the budget		>5 billions	5 billions ≥ Decide >1 billions	≤ 1 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Communication-Branding	Finance-Plan, Communication-Branding	
	Business plan for sale and purchase of goods (including contracts)		>200 billions	200 billions ≥ Decide >100 billions	≤ 100 billions	Depends on size of the Company and capacity of Representative	Finance-Plan		Finance-Plan BOD Office	BOD Office archives BOD-level approvals
	Business plan for sale and purchase of services (including contracts)		> 100 billions	100 billions ≥ Decide >50 billions	≤ 50 billions	Depends on size of the Company and capacity of Representative	Finance-Plan		Finance-Plan BOD Office	BOD Office archives BOD-level approvals
	Liquidating and transferring of fixed assets (2)		>20 billions	20 billions ≥ Decide >5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals

Liquidating the company's inventories (2)	>20 billions	20 billions ≥ Decide >5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan		Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Writting off bad debt (2)	> 20 billions	20 billions ≥ Decide >5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Contract/instrument of loan/guarantee/mortgage	> 100 billions	100 billions ≥ Decide >20 billions	≤ 20 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Contracts for lending and short term financial investment (excluding term deposits at banks and lending to the Group's Members for the purpose of business operation)	> 20 billions	20 billions ≥ Decide >5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Investment cooperation contract (with external partners)	> 50 billions	50 billions ≥ Decide >10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Relationships, transactions with very big partners and customers of the Group			Decide		Finance-Plan	Legal	Finance-Plan BOD Office	
Partnership transactions/contracts of the Group's Members			Decide		Finance-Plan	Legal	Finance-Plan	

(1): Approved investments based on the annual plan. Any projects or investments other than the approved plan must be reported and advised by competent authorities

(2): The financial limits set out herein are construed as maximum approving authority for each position which is specified in the matrix of authority delegation, in term of financial amount exceeding the limit, it is required to submit to the higher authority for the approvals.

(3): The professional departments of the Group are responsible for reviewing and giving opinions on proposals of the Group's Members for purpose of submitting to the General Director or the Board of Directors of the Group for approval.

Abbreviation

Finance-Plan	Department of Finance - Planning
Strategy-Investment	Department of Strategy - Investment
Human Resource	Department of Human Resource
Communication-Branding	Department of Communication & Branding
Legal	Department of Legal Affairs
BOD Office	Board of Directors' Office
GD Office	General Director's Office
Representative	Authorized Representative

APPENDIX NO. 04: MATRIX OF AUTHORITY DELEGATION
between CMC Corporation and joint stock companies in which CMC Corp owns 50% and more of Charter Capital
(Enclosed with the Governance Regulation between CMC Corporation and the Group's Members)

Field	Decision	BOD of CMC Corp	BOD's Chairman of CMC Corp	General Director of CMC Corp	Authorized Rep., members of BOD, BOS in (3)	Professional Dept. of CMC Corp			Note
						Lead	Coordinator	Archive	
Orientation & Strategy	Development orientation of the Company	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office	
	Medium and long term development strategy (3 years and longer)	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office	
	Short term Company development strategy (under 3 years) and strategic adjustments	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Business strategy for products and services		Decide	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Solutions for market development, marketing and technology				Decide	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Supplementing and changing business lines	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Changing the company name	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	

Finance	Increasing and decreasing charter capital and plan for increasing/decreasing charter capital	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Type of authorized shares and total number of each type	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Offering new shares within the authorized shares of the Company		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Issuing bonds which are convertible into shares and warrants allowing the owner to purchase shares at a predetermined price	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for issuing bonds		Decide	Propose	Propose				
	Plan to mobilize loan from credit institutions and loan guarantee.	> 200 billions	200 billions ≥ Decide > 10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan to mobilize loan from other organizations and individuals	> 100 billions	100 billions ≥ Decide > 10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Offering price of shares and bonds of the Company		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Evaluating contributed assets of the Company which are not money, gold, foreign currency		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for redemption/repurchase of 10% and more of sold shares of each type	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	

	Plan for redemption/repurchase of not more than 10% of total sold shares of each type within the period of 12 months from the date of the first decision of redemption/repurchase	Receive Report	Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Annual dividend rate and dividend payment method	Receive Report	Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for establishment of fund and fund appropriation	Receive Report	Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Dividend advance, dividend advance rate, time of dividend advance, paying of dividend	Receive Report	Receive Report	Receive Report	Decide	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for dealing with losses arising in the business		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Selection of independent auditing company	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
Report	Annual audited financial statement		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Quarterly financial report		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Monthly financial report			Decide	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Annual production and business report		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Report of the Board of Directors evaluating the status of business management in the company					Decide	BOD Office, Strategy-Investment, Finance-Plan	Finance-Plan, BOD Office	

	Quarterly business operation report		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Monthly business operation report			Decide	Propose	Finance-Plan		Finance-Plan, BOD Office	
Plan	Business plan for next year (revenue, profit, budget, investment, human resources, salary fund planned quarterly) and development targets (KPIpt)	Decide	Propose	Propose	Propose	Finance-Plan	Strategy-Investment	Finance-Plan, BOD Office	
	Business operation plan, budget plan and quarterly salary fund		Decide	Propose	Propose	Finance-Plan	Strategy-Investment	BOD Office	
	Monthly business operation plan, monthly budget plan			Decide	Propose	Finance-Plan		BOD Office	
Investment	Projects/Scheme/Method for upgrade/development of products and services (1)	> 50 billions	50 billions ≥ Decide > 10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Strategy-Investment	Finance-Plan	BOD Office Finance-Plan GD Office	
	Capital expenditure (capex) including plan and form of procurement & bidding (including procurement contract) (1)	> 50 billions	50 billions ≥ Decide > 10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative				
	Investing to establish subsidiaries, contributing capital to other companies (including additional capital contributions) and offshore investment in any forms	Decide	Propose	Propose	Propose	Finance-Plan	Strategy-Investment BOD Office	BOD Office	
	Deciding on reorganization (operating model according to the Law on	Decide	Propose	Propose	Propose	Finance-Plan	Strategy-Investment BOD Office	BOD Office	

	Enterprise, division, splitting, consolidation, merger, conversion of type), temporary suspension of business, dissolution or bankruptcy of companies in which the Group's Members of CMC Corp invests/contributes capital								
	Transferring part or all of the contributed capital in the Company in which the Group's Members of CMC Corp invests/contributes capital to other organizations and individuals	Decide	Propose	Propose	Propose	Finance-Plan	Strategy-Investment BOD Office	BOD Office	
Organization - Human Resource	Reorganizing and restructuring of the company include: operating model under the Law on Enterprise; division, splitting, consolidation, merger, conversion of type; dissolution or bankruptcy of the company	Decide	Propose	Propose	Propose	BOD Office	Legal, Finance-Plan	BOD Office	
	General structure, organizational model of the company (from division/center level, professional departments and up)				Decide	Human Resource	Các ban	BOD Office	
	Incorporation, dissolution of branches, representative offices of the Group's Members		Decide	Propose	Propose	Strategy-Investment	Legal, BOD Office	BOD Office	
	Appointing, dismissing, handling violations of the Chairman of the	Decide	Propose	Propose	Propose				

Board of Directors/Chairman of Members' Council, Head of Board of Supervisors								
Appointment, dismissal, removal, salary, bonus and incentive policy (if any) for the General Director, Deputy General Director	Decide	Propose	Propose	Propose	BOD Office	Legal, BOD Office	BOD Office	
Appointment, dismissal, removal, salary, bonus and incentive policy (if any) for the Functional Directors (CFO, COO, CTO, CMO, CHO/CPO) of the company		Decide	Propose	Propose	BOD Office	Human Resource	BOD Office	
Appointment, dismissal, removal, salary, bonus and incentive policy (if any) for the Branch Director, Head of Representative Office		Decide	Propose	Decide	BOD Office	Human Resource	BOD Office	
Appointing the Authorized Representative to exercise the ownership rights of shares or contributed capital in other companies, nominating candidates for the Board of Directors or Board of Supervisors of that company		Decide	Propose	Propose	BOD Office	Finance-Plan	BOD Office	
Approving the finalization of the productivity wage fund of the company		Decide	Propose	Propose	Finance-Plan	Human Resource	Finance-Plan, Human Resource	
Resolving complaints of the Company against managers as well as deciding to choose a representative of the Company to resolve				Decide	Legal	Human Resource, BOD Office	BOD Office	

	issues related to legal procedures against such managers								
	Appointing and dismissing the Company's Authorized Representative as the commercial representative and lawyer of the company				Decide	Legal	BOD Office	BOD Office	
Charter & Governance Policy	Approving the initial Charter and its amendments and supplements to the Company's Charter (except for matters under the approval authority of the Chairman of the Board of Directors, General Director of CMC Corp, Representative at the Company in which CMC Corp has capital contribution	Decide	Propose	Propose	Propose	BOD Office	Legal	BOD Office	
	Amending the Company's Charter on amendment of registered information such as head office address, phone number, email, etc. of the Company and other contents approved by the competent authorities				Decide	Legal	BOD Office	BOD Office	
	Governance regulations		Decide	Propose	Propose	BOD Office	Legal	BOD Office	
	Organization and Operation Regulation of the Board of Directors		Decide	Propose	Propose	BOD Office	Legal	BOD Office	
	Operation Regulation of the Board of Management		Decide	Propose	Propose	Finance-Plan	Legal, BOD Office	BOD Office	

	Delegation of authority of the company in which CMC Corp invests/contributes capital		Decide	Propose	Propose	BOD Office	Legal, BOD Office	BOD Office	
	Regulation on public disclosure			Decide	Propose	BOD Office	Legal	BOD Office	
	Regulation on strategic management			Decide	Propose	Strategy-Investment	Finance-Plan	BOD Office	
	Regulation on investment management			Decide	Propose	Strategy-Investment	Finance-Plan, Legal	BOD Office	
	Regulation on business plan			Decide	Propose	Finance-Plan	Strategy-Investment, Legal	BOD Office	
	Regulation on finance			Decide	Propose	Finance-Plan	Strategy-Investment, Legal	BOD Office	
	Regulation on procurement and tender			Decide	Propose	Finance-Plan	Strategy-Investment, Legal	BOD Office	
	Regulation on internal control			Decide	Propose	Finance-Plan	Legal	BOD Office	
	Regulation on risk management			Decide	Propose	Finance-Plan	Legal	BOD Office	
	Regulation/rule on human resource, income (salary, bonus, share) and KPI			Decide	Propose	Human Resource	BOD Office	BOD Office	
	Governance regulations between the Company and the Group's Members			Decide	Propose	BOD Office	Finance-Plan, Strategy-Investment, Legal	BOD Office	
	Other regulations/procedures				Decide	Relevant Dept.		BOD Office	
Commercial Transaction	Approving contracts/transactions with the Chairman/Chairman of the Members' Council, members of the Board of Management of the		Decide	Propose	Propose	Finance-Plan	Legal	BOD Office	

Group's Members and their related persons								
Transactions related to real estate: buying and selling real estate, contributing capital with home ownership, land use rights, renting and leasing land		Decide	Propose	Propose	Finance-Plan	Legal	BOD Office	
Technology transfer contract/transaction under the intellectual property management regulation of CMC Corp			Decide	Propose	Legal	Finance-Plan, Strategy-Investment	Legal, Finance-Plan	
Business plan for sale and purchase of goods (including contracts)		> 100 billions	≤ 100 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Strategy-Investment	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Business plan for sale and purchase of services (including contracts)		≥ 50 billions	≤ 50 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Strategy-Investment	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Liquidating and transferring of fixed assets (2)	>20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Liquidating the company's inventories (2)	>20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Writting off bad debt (2)	> 20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives

					and capacity of Representative				BOD-level approvals
Credit, loan contracts/transactions; contract/transaction of mortgage, pledge, guarantee of property under credit contrac/transaction.	> 200 billions	200 billions ≥ Decide>50 billions	≤ 50 billions		Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Contract for short-term loan and financial investment (excluding term deposit at banks and loans of the Group's Members for business activities)	> 20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions		Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Investment cooperation contract (with external partners)		> 50 billions	≤ 50 billions		Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals

Abbreviation

Finance-Plan	Department of Finance - Planning
Strategy-Investment	Department of Strategy - Investment
Human Resource	Department of Human Resource
Communication-Branding	Department of Communication & Branding
Legal	Department of Legal Affairs
BOD Office	Board of Directors' Office
Representative	Authorized Representative

(1): The matters in JSC must seek opinion through the Board of Directors and General Meeting of Shareholders of the Company

(2): The professional departments of the Group are responsible for considering and giving opinions and supporting the Authorized Representative, members of the Board of Directors and/or the Board of Supervisors appointed by CMC Corp at the company which has the capital contribution, or proposing the General Director or the Board of Directors for approval (depending on the authority specified in the above delegation of authority).

(3): The Authorized Representative, members of the Board of Directors and/or Board of Supervisors appointed by CMC Corp

- Must provide sufficient information to the General Director of CMC Corp in writing before the meeting of the Board of Directors/General Meeting of Shareholders of CMC Corp at least 07 working days together with submission to seek instructions from the Group

- Based on instructions of CMC Corp, being responsible for giving the same opinions at the meeting of the General Meeting of Shareholders, Board of Directors and/or Board of Supervisors of JSC

- Having the right to seek opinions of the professional departments of the Group during the performance of the assigned tasks according to the above delegation of authority, as well as the obligation to provide information at the request of the professional departments of the Group fully and on time.

- Reporting to the relevant departments/divisions of CMC Corp on matters that have been decided or advised upon within 7 days of implementation

(4): With regard to the contents that are not included in this delegation of authority, the Authorized Representative, the Representative nominated by CMC Corp to run for the Board of Directors and the Board of Supervisors in ... are authorized to decide

(5): The financial limits set out herein are construed as maximum approving authority for each position which is specified in the matrix of authority delegation, in term of financial amount exceeding the limit, it is required to submit to the higher authority for the approvals

APPENDIX NO. 05: MATRIX OF AUTHORITY DELEGATION
between CMC Corporation and companies in which CMC Corp owns less than 50% of Charter Capital
(Enclosed with the Governance Regulation between CMC Corporation and the Group's Members)

Field	Decision (1)	Board of Directors /General Director of CMC Corp	Chairman of the Board of Directors	General Directors of CMC Corp	Authorized Representative, members of Members' Council, Board of supervisors in (3)	Professional Dept. (2)			Note
						Lead	Coordinator	For record	
Orientation & Strategy	Development orientation of the Company	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office	
	Medium and long term development strategy (3 years and longer)	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, BOD Office	
	Short term Company development strategy (under 3 years) and strategic adjustments		Decide	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Business strategy for products and services				Decide	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Solutions for market development, marketing and technology				Decide	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Supplementing and changing business lines	Decide	Propose	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-Plan BOD Office	
	Changing the company name		Decide	Propose	Propose	Strategy-Investment	Finance-Plan	Strategy-Investment, Finance-	

								Plan BOD Office	
Finance	Increasing and decreasing charter capital and plan for increasing/decreasing charter capital (except where the company issues bonus shares from the equity to existing shareholders)	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Type of authorized shares and total number of each type		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Offering new shares within the authorized shares of the Company		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Issuing bonds which are convertible into shares and warrants allowing the owner to purchase shares at a predetermined price		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan to mobilize loan from credit institutions and loan guarantee.	> 200 billions	200 billions ≥ Decide>10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan to mobilize loan from other organizations and individuals	> 100 billions	100 billions ≥ Decide>10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Offering price of shares and bonds of the Company		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Evaluating contributed assets of the Company which are not money, gold, foreign currency		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for redemption/repurchase of 10% and more of sold shares of each type	Decide	Propose	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan of redemption of not more than 10% of the total number of shares sold of		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	

	each type in every twelve months from the date of the first decision of redemption								
	Annual dividend rate and dividend payment method	Receive Report	Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for establishment of fund and fund appropriation	Receive Report	Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Dividend advance, dividend advance rate, time of dividend advance, paying of dividend	Receive Report	Receive Report		Decide	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Plan for dealing with losses arising in the business		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
	Selection of independent auditing company		Decide	Propose	Propose	Finance-Plan	BOD Office	Finance-Plan, BOD Office	
Report	Annual audited financial statement		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Quarterly financial report				Decide	Finance-Plan		Finance-Plan, BOD Office	
	Monthly financial report				Decide	Finance-Plan		Finance-Plan, BOD Office	
	Annual production and business report		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Report of the Board of Directors evaluating the status of business management in the company				Decide	BOD Office, Strategy-Investment, Finance-Plan		Finance-Plan, BOD Office	
	Quarterly business operation report		Decide	Propose	Propose	Finance-Plan		Finance-Plan, BOD Office	
	Monthly business operation report				Decide	Finance-Plan		Finance-Plan, BOD Office	

Plan	Business plan for next year (revenue, profit, budget, investment, human resources, salary fund planned quarterly) and development targets (KPIpt)		Decide	Propose	Propose	Finance-Plan	Strategy-Investment	Finance-Plan, BOD Office	
	Business operation plan, budget plan and quarterly salary fund		Decide	Propose	Propose	Finance-Plan	Strategy-Investment	BOD Office	
	Business operation plan, monthly budget plan				Decide	Finance-Plan		BOD Office	
Investment	Project/Scheme/Plan for upgrading/developing products and services	> 50 billions	50 billions ≥ Decide>10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative	Strategy-Investment	Finance-Plan	BOD Office Finance-Plan GD Office	
	Capital expenditure (capex) including planning and forms of procurement & tender (including purchase contracts)	> 50 billions	50 billions ≥ Decide>10 billions	≤ 10 billions	Depends on size of the Company and capacity of Representative				
	Investing in setting up subsidiaries, contributing capital to other companies (excluding the additional capital contribution issued by that company to existing shareholders) and outward investment	Decide	Propose	Propose	Propose	Finance-Plan	Strategy-Investment BOD Office	BOD Office	
	Deciding on reorganization (operating model according to the Law on Enterprise, division, splitting, consolidation, merger, conversion of type), temporary suspension of business, dissolution or bankruptcy of companies in which the Group's Members of CMC Corp invests/contributes capital		Decide	Propose	Propose	Finance-Plan	Strategy-Investment BOD Office	BOD Office	
	Transferring part or all of the contributed capital in the Company in which		Decide	Propose	Propose	Finance-Plan	Strategy-Investment BOD Office	BOD Office	

	CMC Corp invests/contributes capital to other organizations and individuals								
Organization - Human Resource	Reorganizing and restructuring of the company include: operating model under the Law on Enterprise; division, splitting, consolidation, merger, conversion of type; dissolution or bankruptcy of the company.	Decide	Propose	Propose	Propose	BOD Office	Legal, Finance-Plan	BOD Office	
	General structure, organizational model of the company (from division/center level, professional departments and up)				Decide	Human Resource	Các ban	BOD Office	
	Incorporation, dissolution of branches, representative offices of the Group's Members				Decide	CL- ĐT	Legal, BOD Office	BOD Office	
	Appointing, dismissing, handling violations of the Chairman of the Board of Directors/Chairman of Members' Council, Head of Board of Supervisors		Decide	Propose	Propose	BOD Office	Legal, BOD Office	BOD Office	
	Appointment, dismissal, removal, salary, bonus and incentive policy (if any) for the General Director, Deputy General Director		Decide	Propose	Propose				
	Appointment, dismissal, demotion, salary, bonus and incentive policy (if any) for the Functional Directors (CFO, COO, CTO, CMO, CHO/CPO) of the company		Decide	Propose	Propose	BOD Office	Human Resource	BOD Office	
	Appointment, dismissal, demotion, contract signing, contract termination, commendation, discipline,					Decide	BOD Office	Human Resource	BOD Office

	decision on salary, bonus, income and other benefits (if any) for Branch Director, Head Representative office, Chief Accountant of the company`								
	Approving the finalization of the productivity salary fund				Decide				
	Appointing the Authorized Representative to exercise the ownership rights of shares or capital contribution in another company, nominating candidates for the Board of Directors or the Board of Supervisors of that company, deciding their remuneration and other benefits;				Decide	BOD Office	Finance-Plan	BOD Office	
	Resolving complaints of the Company against managers as well as deciding to choose a representative of the Company to resolve issues related to legal procedures against such managers				Decide	Legal	Human Resource, BOD Office	BOD Office	
	Appointing and dismissing the Company's Authorized Representative as the commercial representative and lawyer of the company				Decide	Legal	BOD Office	BOD Office	
Charter & Governance Policy	Approving the initial Charter and amendments and supplements to the Company's Charter (except for matters under the approving authority of the Chairman of the Board of Directors, General Director, Representative at the company tin which CMC Corp has capital contribution)	Decide	Propose	Propose	Propose	BOD Office	Legal	BOD Office	

Amending the Company's Charter on amendment of registered information such as head office address, phone number, email, etc. of the Company and other contents upon approval of the competent authorities				Decide	Legal	BOD Office	BOD Office	
Governance regulations		Decide	Propose	Propose	BOD Office	Legal	BOD Office	
Organization and Operation Regulation of the Board of Directors		Decide	Propose	Propose	BOD Office	Legal	BOD Office	
Operation Regulation of the Board of Management		Decide	Propose	Propose	Finance-Plan	Legal, BOD Office	BOD Office	
Delegation of authority of the Company		Decide	Propose	Propose	BOD Office	Legal, BOD Office	BOD Office	
Regulation on public disclosure			Decide	Propose	BOD Office	Legal	BOD Office	
Regulation on strategic management			Decide	Propose	Strategy-Investment	Finance-Plan	BOD Office	
Regulation on investment management			Decide	Propose	Strategy-Investment	Finance-Plan, Legal	BOD Office	
Regulation on business plan			Decide	Propose	Finance-Plan	Strategy-Investment, Legal	BOD Office	
Regulation on finance			Decide	Propose	Finance-Plan	Strategy-Investment, Legal	BOD Office	
Regulation on procurement and tender			Decide	Propose	Finance-Plan	Strategy-Investment, Legal	BOD Office	
Regulation on internal control			Decide	Propose	Finance-Plan	Legal	BOD Office	
Regulation on risk management			Decide	Propose	Finance-Plan	Legal	BOD Office	
Regulation/rule on human resource, income (salary, bonus, share) and KPI			Decide	Propose	Human Resource	BOD Office	BOD Office	
Governance regulations between the Company and the Group's Members			Decide	Propose	BOD Office	Finance-Plan, Strategy-Investment, Legal	BOD Office	

	Other regulations/procedures				Decide	Relevant Dept.		BOD Office	
Commercial Transaction	Approving contracts/transactions with the Chairman/Chairman of the Members' Council, members of the Board of Management of the Group's Members and their related persons		Decide	Propose	Propose	Finance-Plan	Legal	BOD Office	
	Transactions related to real estate: buying and selling real estate, contributing capital with home ownership, land use rights, renting and leasing land		Decide	Propose	Propose	Finance-Plan	Legal	BOD Office	
	Technology transfer contracts/transactions under the Group's intellectual property management regulations				Decide	Legal	Finance-Plan, Strategy-Investment	Legal, Finance-Plan	
	Business plan for sale and purchase of goods (including contracts)		> 100 billions	≤ 100 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Strategy-Investment	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
	Business plan for sale and purchase of services (including contracts)		> 50 billions	≤ 50 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Strategy-Investment	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
	Liquidating and transferring of fixed assets (2)	>20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
	Liquidating the company's inventories (2)	>20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
	Writing off bad debt (2)	> 20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives

				capacity of Representative				BOD-level approvals
Credit, loan contracts/transactions; contract/transaction of mortgage, pledge, guarantee of property under credit contrac/transaction.	> 200 billions	200 billions ≥ Decide>50 billions	≤ 50 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Contract for short-term loan and financial investment (excluding term deposit at banks and loans of the Group's Members for business activities)	> 20 billions	20 billions ≥ Decide>5 billions	≤ 5 billions	Depends on size of the Company and capacity of Representative	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals
Investment cooperation contract (with external partners)				Decide	Finance-Plan	Legal	Finance-Plan BOD Office	BOD Office archives BOD-level approvals

Abbreviation

Finance-Plan	Department of Finance - Planning
Strategy-Investment	Department of Strategy - Investment
Human Resource	Department of Human Resource
Communication-Branding	Department of Communication & Branding
Legal	Department of Legal Affairs
BOD Office	Board of Directors' Office
Representative	Authorized Representative

(1): The matters in JSC must seek opinion through the Board of Directors and General Meeting of Shareholders of the Company

(2): *The professional departments of the Group are responsible for considering and giving opinions and supporting the Authorized Representative, members of the Board of Directors and/or the Board of Supervisors appointed by CMC Corp at the company which has the capital contribution, or proposing the General Director or the Board of Directors for approval (depending on the authority specified in the above delegation of authority.*

(3): *The Authorized Representative, members of the Board of Directors and/or Board of Supervisors appointed by CMC Corp*

- Must provide sufficient information to the General Director of CMC Corp in writing before the meeting of the Board of Directors/General Meeting of Shareholders of CMC Corp at least 07 working days together with submission to seek instructions from the Group

- Based on instructions of CMC Corp, being responsible for giving the same opinions at the meeting of the General Meeting of Shareholders, Board of Directors and/or Board of Supervisors of JSC

- Having the right to seek opinions of the professional departments of the Group during the performance of the assigned tasks according to the above delegation of authority, as well as the obligation to provide information at the request of the professional departments of the Group fully and on time.

- Reporting to the relevant departments/divisions of CMC Corp on matters that have been decided or advised upon within 7 days of implementation

(4): With regard to the contents that are not included in this delegation of authority, the Authorized Representative, the Representative nominated by CMC Corp to run for the Board of Directors and the Board of Supervisors in ... are authorized to decide

(5): The financial limits set out herein are construed as maximum approving authority for each position which is specified in the matrix of authority delegation, in term of financial amount exceeding the limit, it is required to submit to the higher authority for the approvals