

No.: 031212/25/TT-ĐHĐCĐ-TCBS

Hanoi, December 12 2025

PROPOSAL

(Re: Amendments and supplements to the Charter of Techcom Securities Joint Stock Company)

Respectfully to:

**GENERAL MEETING OF SHAREHOLDERS
TECHNOLOGY AND TRADE SECURITIES JOINT STOCK COMPANY**

The Board of Directors ("**BOD**") of Techcom Securities Joint Stock Company ("**the Company or TCBS**") respectfully submits to the General Meeting of Shareholders ("**General Meeting of Shareholders**") the contents of the amendment and supplementation of the Company's Charter as follows:

I. Legal basis

- Law on Securities No. 54/2019/QH14 dated November 26, 2019 ("Law on Securities 2019") and amending and supplementing documents;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 ("Law on Enterprises 2020") and amending and supplementing documents;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("Decree No. 155/2020/ND-CP") and amending and supplementing documents;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- The current Charter of TCBS.

II. Proposals to the General Meeting of Shareholders

After reviewing and evaluating, the Board of Directors realizes that the current Charter of the Company needs to be supplemented and amended to meet the actual requirements of the Company, so the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration the following contents:

1. Approve the amendment and supplementation of the Company's Charter according to the main contents presented in Appendix 1 attached to this Proposal and amendments related to the format and use of the number of Chapters, Sections and Articles in accordance with the amended contents.
2. Approving the promulgation of the Company's new Charter as the full text of the attached draft Charter.
3. The effective time of the new Charter is approved as follows:
The new Charter will take effect from the date of approval by the General Meeting of Shareholders and replace the current Charter.
4. Assign the Chairman of the Board of Directors - the Company's legal representative to finalize and sign the new Charter (amended and supplemented Charter).

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Sincerely!

Recipients:

- *As above*

- *Admin*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Signed

NGUYEN XUAN MINH

APPENDIX 01: CONTENTS OF THE CHARTER EXPECTED TO BE AMENDED AND SUPPLEMENTED

TT	Contents of the current Charter	Contents of the Charter to be amended/supplemented	Reason
1.	<p>Article 9. Stock</p> <p>9.1. Shares are certificates issued by the Company (in the form of book entries or electronic data or other appropriate forms) confirming the ownership of one or several shares of the Company. Stocks have the main contents in accordance with the provisions of the Law on Enterprises.</p>	<p>Article 9. Stock</p> <p>Amendment 9.1. Stocks are securities that confirm the legitimate rights and interests of the owners of a part of the share capital issued by the Company (in the form of book entries or electronic data or other appropriate forms). Stocks have the main contents in accordance with the provisions of the Law on Enterprises.</p> <p>....</p> <p>Supplement 9.4. Within 03 days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Company or within 03 days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limits as prescribed in the issuance terms), the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the stock certificate</p>	<p>In accordance with the Law on Enterprises promulgated on June 17, 2025</p>
2.	<p>Article 13. Share Recovery</p> <p>13.1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the registered shares for the Company's financial obligations arising from the non-payment in full.</p>	<p>Drop this</p>	

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	<p>13.2. The above-mentioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment and the notice must clearly state that in case of non-payment as required, the number of shares that have not been fully paid will be withdrawn.</p> <p>13.3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.</p> <p>13.4. The recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.</p> <p>13.5. Shareholders holding the withdrawn shares must relinquish their shareholder status for those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of implementation abate. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.</p> <p>13.6. The notice of revocation shall be sent to</p>		

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	the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.		
3.	Not yet specified	Article 16. Obligations of shareholders ... 16.7. ... Supplement c) Payment of debts that are not due before financial risks to the Company.	
4.	Article 18. General Meeting of Shareholders 18.1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. In case of failure to organize within the above time limit, the Company must report to the State Securities Commission in writing, clearly stating the reason and must organize the Annual General Meeting of Shareholders within the next 02 months. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the	Amended Article 17. General Meeting of Shareholders 17.1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.	In accordance with the governance of public companies

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	meeting and must be in the territory of Vietnam.		
5.	Not yet specified	<p>Supplement Article 18. Rights and obligations of the General Meeting of Shareholders</p> <p>18.1.</p> <p>18.2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>....</p> <p>Supplement r. Approving the transactions specified at Point b, Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities amended and supplemented in Clause 84, Article 1 of the Government's Decree No. 245/2025/ND-CP dated September 11, 2025 as amended, supplementing a number of articles of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;</p>	In accordance with the governance of public companies
6.	Not yet specified	<p>Article 28. Candidacy, nomination and criteria and conditions for membership of the Board of Directors</p> <p>....</p> <p>Supplement:</p> <p>28.5. The Chairman of the Board of Directors may not concurrently hold the title of General Director.</p> <p>28.6. A member of the Board of Directors of the Company may only be a member of the Board of Directors or the Board of Members at a maximum of 05</p>	In accordance with the governance of public companies

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		<p>other companies.</p> <p>28.7. A member of the Board of Directors of the Company must not be a member of the Board of Directors, a member of the Board of Members, or a General Director (Director) of another securities company.</p>	
7.	<p>Article 30. Composition and term of office of members of the Board of Directors</p> <p>...</p> <p>30.3. The structure of members of the Board of Directors is as follows:</p> <p>The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors</p>	<p>Article 29. Composition and term of office of members of the Board of Directors</p> <p>...</p> <p>Amendment 29.3. The number of non-executive members of the Board of Directors of a public company must meet the following provisions:</p> <ul style="list-style-type: none"> a. There is at least 01 non-executive member in case the company has the number of members of the Board of Directors from 03 to 05 members; b. There are at least 02 non-executive members in case the company has the number of members of the Board of Directors from 06 to 08 members; c. There are at least 03 non-executive members in case the company has the number of members of the Board of Directors from 09 to 11 members. <p>.....</p> <p>Supplement 29.7. The number of independent members of the Board of Directors of a listed company must meet the following provisions:</p> <ul style="list-style-type: none"> a. Having at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members; 	<p>In accordance with the governance of public companies</p>

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		<ul style="list-style-type: none"> b. There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members; c. There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members. 	
8.	Not yet specified	<p>Supplemented Article 31</p> <p>Article 31. Rights and obligations of members of the Board of Directors</p> <p>31.1. Members of the Board of Directors have full rights in accordance with the provisions of the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its units.</p> <p>31.2. Members of the Board of Directors have the following obligations as prescribed in the Company's Charter and the following obligations:</p> <ul style="list-style-type: none"> a. Perform their duties honestly and carefully for the best interests of shareholders and the company; b. Fully attend meetings of the Board of Directors and give opinions on issues discussed; c. Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations; d. Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries or companies controlled by a public 	In accordance with the governance of public companies

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		<p>company with more than 50% or more of the charter capital with members of the Board of Directors and related persons of such members; transactions between companies and companies in which members of the Board of Directors are founding members or managers of enterprises in the last 03 years before the time of transaction;</p> <p>e. Disclosure of information when trading the company's shares in accordance with the provisions of law.</p> <p>31.3. Each independent member of the Board of Directors of the Company must make an evaluation report on the operation of the Board of Directors.</p>	
9.	Not yet specified	<p>Supplemented Article 33:</p> <p>Article 33. Responsibilities and obligations of the Board of Directors</p> <p>The Board of Directors must fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, the Company's Charter and the following responsibilities and obligations:</p> <p>a. Be accountable to shareholders for the Company's activities.</p> <p>b. Treat all shareholders equally and respect the interests of persons with interests related to the Company.</p> <p>c. Ensure that the Company's operations comply with the provisions of the law, the Company's Charter and</p>	In accordance with the governance of public companies

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		<p>internal regulations.</p> <p>d. Formulate the Operating Regulations of the Board of Directors, the Internal Regulations on the Company's governance and submit them to the General Meeting of Shareholders for approval and publication on the Company's website.</p> <p>e. Supervise and prevent conflicts of interest of Board members, Supervisory Board members, General Directors and other managers, including misuse of Company assets and abuse of transactions with related parties.</p> <p>f. Appointment of the person in charge of corporate governance.</p> <p>g. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Directors, Persons in charge of corporate governance and other managers of the Company.</p> <p>h. Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP</p> <p>i. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.</p>	
10.	<p>Article 34. Chairman of the Board of Directors</p> <p>...</p> <p>34.4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or dismissed, the Board of Directors</p>	<p>Article 35. Chairman of the Board of Directors</p> <p>...</p> <p>Amendment 35.4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed from office, the Board of Directors must elect a replacement within 30 days from the date of receipt of</p>	<p>In accordance with the actual situation of the Company</p>

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	must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.	the letter of resignation or dismissal.	
11.		<p>Supplemented Article 37</p> <p>Article 37. Internal Audit under the Board of Directors</p> <p>37.1. Internal audit activities must ensure the following principles:</p> <ul style="list-style-type: none"> a. Independence: the internal audit department is independent of other departments of the Company, including the executive board; internal audit activities independent of the Company's executive and professional activities; Officers in charge of internal audit are not allowed to undertake jobs subject to internal audit, are not allowed to concurrently hold jobs in professional departments such as brokerage, proprietary trading, analysis, investment consulting, underwriting, risk management; b. Objectivity: the internal audit department and employees of the internal audit department must ensure objectivity, fairness, and non-prejudice in the process of performing their tasks. The company must ensure that the internal audit is not subject to any interference when properly performing its duties; c. Internal auditors must demonstrate objectivity in the process of collecting, evaluating and communicating information about operations or processes and systems that have been or are being 	In accordance with the actual situation of the Company

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		<p>audited. The internal auditor should make a fair assessment of all relevant matters and not be governed by his own interests or by anyone else when making his or her comments and assessments;</p> <p>d. Honesty: internal auditors must perform their work honestly, carefully and responsibly; comply with the law and perform public work contents in accordance with the provisions of law and profession;</p> <p>e. Confidentiality: employees of the internal audit department should respect the value and ownership of the information received, and must not disclose information without valid authorization unless they are obliged to disclose information in accordance with the provisions of the law and the Company's internal regulations.</p> <p>37.2. Personnel of the internal audit department must meet the following standards:</p> <p>a. The person working in this department is not a person who has been sanctioned with a fine or more for violations in the field of securities, banking or insurance within the last 05 years up to the year of appointment;</p> <p>b. The head of the internal audit department must be a person with professional qualifications in law, accounting and auditing; Having sufficient experience, prestige and authority to effectively perform the assigned tasks;</p> <p>c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors, Branch Directors in the Company;</p>	

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		<p>d. Have a professional certificate in Basic issues of securities and securities market or a securities practice certificate, and a professional certificate in Law on securities and securities market;</p> <p>e. Not concurrently holding other jobs in the Company.</p>	
12.	Not yet specified	<p>Supplemented Article 39</p> <p>Article 39. Persons in charge of corporate governance</p> <p>39.1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.</p> <p>39.2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.</p> <p>39.3. The person in charge of corporate governance has the following rights and obligations:</p> <p>a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;</p> <p>b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;</p>	In accordance with the governance of public companies

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		<ul style="list-style-type: none"> c. Advising on the procedure of meetings; d. Attend meetings; e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law; f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board; g. Supervise and report to the Board of Directors on the Company's information disclosure activities; h. Acting as a point of contact with relevant stakeholders; i. Confidentiality of information in accordance with the provisions of law and the company's Charter; j. Other rights and obligations as prescribed by law and the company's charter. 	
	<p>Article 44. Rights and obligations of the Control Board</p> <p>The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:</p> <p>44.1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.</p> <p>44.2. To be responsible to shareholders for</p>	<p>Amendment Article 47. Rights and obligations of the Control Board</p> <p>The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:</p> <p>47.1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; an approved audit organization shall inspect the Company's activities when deemed necessary.</p>	<p>In accordance with the actual situation of the Company</p>

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	<p>their supervisory activities.</p> <p>44.3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, the Board of Directors, and other managers.</p> <p>44.4. Ensure coordination with the Board of Directors, the Board of Directors and shareholders.</p> <p>44.5. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the Board of Directors and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violators to stop their violations and take remedial solutions.</p> <p>44.6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.</p> <p>44.7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.</p> <p>44.8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers</p>	<p>47.2. To be responsible to shareholders for their supervisory activities.</p> <p>47.3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, the Board of Directors, and other managers.</p> <p>47.4. Ensure coordination with the Board of Directors, the Board of Directors and shareholders.</p> <p>47.5. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the Board of Directors and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violators to stop their violations and take remedial solutions.</p> <p>47.6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.</p> <p>47.7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December</p>	

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	<p>and employees during working hours.</p> <p>44.9. Have the right to request the Board of Directors, members of the Board of Directors, members of the Board of Directors and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.</p> <p>44.10. When detecting that a member of the Board of Directors or a member of the Board of Directors violates the law and the company's Charter, leading to infringement of the rights and interests of the company, shareholders or customers, the Supervisory Board shall be responsible for requesting explanations within a certain time or requesting the convening of the General Meeting of Shareholders for settlement. For violations of law, the Control Board must report in writing to the State Securities Commission within 07 working days from the date of detection of violations.</p> <p>44.11. Organizing the implementation of internal audits; to hire independent experts and consultants to perform their assigned tasks and powers.</p> <p>44.12. Appointing, dismissing, disciplining, suspending and deciding on salaries and other benefits for positions in the internal audit department.</p> <p>44.13. Review, examine and evaluate the</p>	<p>31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.</p> <p>47.8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.</p> <p>47.9. Have the right to request the Board of Directors, members of the Board of Directors, members of the Board of Directors and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.</p>	

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	<p>effectiveness and effectiveness of the Company's internal control, risk management and early warning systems.</p> <p>44.14. Other rights and obligations as prescribed by law and this Charter</p>		
13.	<p>Article 47. Internal Audit</p> <p>47.1. Internal audit activities must ensure the following principles:</p> <p>a. Independence: the internal audit department is independent of other departments of the securities company, including the executive board; internal audit activities independent of the executive and professional activities of securities companies; Officers in charge of internal audit are not allowed to undertake jobs subject to internal audit, are not allowed to concurrently hold jobs in professional departments such as brokerage, proprietary trading, analysis, investment consulting, underwriting, risk management;</p> <p>b. Objectivity: the internal audit department and employees of the internal audit department must ensure objectivity, fairness, and non-prejudice in the process of performing their tasks. The securities company must ensure that the internal audit is not subject to any interference when properly performing its duties;</p> <p>c. Internal auditors must demonstrate objectivity in the process of collecting,</p>	Drop this	In accordance with the actual situation of the Company

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	<p>evaluating and communicating information about operations or processes and systems that have been or are being audited. The internal auditor should make a fair assessment of all relevant matters and not be governed by his own interests or by anyone else when making his or her comments and assessments;</p> <p>d. Honesty: internal auditors must perform their work honestly, carefully and responsibly; comply with the law and perform public work contents in accordance with the provisions of law and profession;</p> <p>Confidentiality: employees of the internal audit department need to respect the value and ownership of the information received, must not disclose information without valid authorization unless there is an obligation to disclose information in accordance with the provisions of the law and the company's internal regulations.</p> <p>47.2. Personnel of the internal audit department must meet the following standards:</p> <p>a. The person working in this department is not a person who has been sanctioned with a fine or more for violations in the field of securities, banking or insurance within the last 05 years up to the year of appointment;</p> <p>b. The head of the internal audit department must be a person with professional qualifications in law, accounting and auditing; Having sufficient experience, prestige and authority to</p>		

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	<p>effectively perform the assigned tasks;</p> <p>c. Not being a person related to the heads of professional departments, professional performers, General Directors (Directors), Deputy General Directors (Deputy Directors), Branch Directors in securities companies;</p> <p>d. Have a professional certificate in Basic issues of securities and securities market or a securities practice certificate, and a professional certificate in Law on securities and securities market;</p> <p>e. Not concurrently holding other jobs in securities companies</p>		
14.	Not yet specified	<p>Article 50. Responsibility for honesty and avoidance of conflicts of interest</p> <p>...</p> <p>Supplement 50.6. The General Director must not be a related person of the enterprise manager, the controller of the company and the parent company, the representative of the state ownership interests, the representative of the capital interests of the enterprise at the company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.</p>	In accordance with the governance of public companies