

**REGULATION ON ORGANIZATION AND OPERATION OF THE BOARD OF  
DIRECTORS TECHCOM SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Law on Securities dated November 26, 2019 and amending and supplementing documents effective from time to time;
- Pursuant to the Law on Enterprises dated June 17, 2020 and amending and supplementing documents effective from time to time;
- Pursuant to 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 and amending and supplementing documents effective from time to time;
- Pursuant to the 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 and amending documents, supplements take effect from time to time;
- Pursuant to the current Charter of Techcom Securities Joint Stock Company ("**the Company or TCBS**");
- Pursuant to the Resolution of the General Meeting of Shareholders.....;
- Pursuant to the Resolution of the Board of Directors.....

The Board of Directors promulgates the Regulation on organization and operation of the Board of Directors of Techcom Securities Joint Stock Company;

The Regulation on organization and operation of the Board of Directors of Techcom Securities Joint Stock Company ("Regulation") includes the following contents:

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## **CHAPTER I**

### **GENERAL REGULATIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulation on organization and operation of the Board of Directors stipulates the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter and other relevant provisions of law.
2. Subjects of application: This Regulation applies to the Board of Directors and members of the Board of Directors.

#### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works on the principle of collectivity. Members of the Board of Directors are personally responsible for their work and jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors for the development of the Company.
2. The Board of Directors shall assign responsibilities to the General Director to organize the implementation of resolutions and decisions of the Board of Directors.

## **Chapter II**

### **BOARD MEMBERS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

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.
2. Members of the Board of Directors have the following obligations as prescribed in the company's charter and the following obligations:

- 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 on transactions between the Company, its subsidiaries and other companies in which the Company controls 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;
  - e. Disclosure of information when trading the Company's shares in accordance with the provisions of law.
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.

#### **Article 4. Right to information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company.
2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
3. The request for information supply must be made in writing specifying the information to be provided, the method of provision, direct or email to the person requested to provide information/the unit requested to provide information, and at the same time send it to the Chairman of the Board of Directors at least 07 working days before the time of requesting information work.
4. The person requested to provide information/the unit requested to provide information is responsible for providing information completely, accurately, on time and in the right manner as requested. In case it is not possible to provide information within the requested time limit or refuses to provide part/all of the information, the person requested to provide information/the unit requested to provide information must respond to the information supply requester within 03 working days from the date of receipt of the request. clearly stating the reasons for not being able to properly implement the requirements and handling plans.
5. The information provided persons shall be responsible for keeping the information and documents provided, except for information that has been announced or made public.

## **Article 5. Term of office, number and structure of members of the Board of Directors**

1. The number of members of the Board of Directors is from 05 to 11 members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 02 consecutive terms.
3. In case all members of the Board of Directors end their term of office at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided for by the company's charter.
4. The company's charter specifies the number, rights, obligations, methods of organization and coordination of activities of independent members of the Board of Directors.

## **Article 6. Criteria and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following criteria and conditions:
  - a. Members of the Board of Directors must meet the criteria and conditions specified in Clause 1, Article 155 of the Law on Enterprises.
  - b. 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 other companies.
  - c. 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.
2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following criteria and conditions:
  - a. Not be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 consecutive years;
  - b. Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;
  - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; being a manager of the Company or its subsidiaries;
  - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
  - e. Not being a person who has been a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms;
  - f. Other criteria and conditions as prescribed by law.

3. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully meets the criteria and conditions specified in Clause 2 of this Article and of course ceases to be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors must notify the case in which the independent member of the Board of Directors no longer meets all the criteria and conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent members of the relevant Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors. The Chairman of the Board of Directors may be elected, dismissed or dismissed from office on the principle of majority vote by secret ballot or voting.
2. The Chairman of the Board of Directors of the Company may not concurrently hold the title of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Formulate programs and plans for activities of the Board of Directors;
  - b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e. Chairman of the General Meeting of Shareholders;
  - f. Rights and obligations of the legal representative as prescribed in Article 3 of the Company's Charter.
  - g. Other rights and obligations as prescribed by law and the Company's Charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within 30 days from the date of receipt of the letter of resignation or dismissal. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors or another member must be authorized in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions,

practicing certain professions or doing certain jobs, the Vice Chairman of the Board of Directors shall perform the duties of the Chairman of the Board of Directors or the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle of majority the other members endorse until a new decision of the Board of Directors.

5. When deeming it necessary, the Board of Directors shall decide to appoint the Company Secretary. The Company Secretary has the following rights and obligations:
  - a. Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
  - b. Assist members of the Board of Directors in exercising their assigned rights and obligations;
  - c. Assisting the Board of Directors in applying and implementing the principles of corporate governance;
  - d. Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
  - e. Other rights and obligations as prescribed by law.

#### **Article 8. Vice Chairman of the Board of Directors**

1. The Vice Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors at the proposal of the Chairman of the Board of Directors and on the principle of majority vote in the form of secret ballot or voting. The Board of Directors may elect one or several Vice Chairmen of the Board of Directors from among the members of the Board of Directors.
2. The Vice Chairman of the Board of Directors has the following rights and obligations:
  - a. Advising, supporting and assisting the Chairman of the Board of Directors in the Company's governance;
  - b. To replace the Chairman of the Board of Directors to convene, preside over meetings of the Board of Directors, and perform the duties of the Chairman of the Board of Directors when the Chairman of the Board of Directors is absent and/or under the written authorization of the Chairman of the Board of Directors;
  - c. The tasks of the Members of the Board of Directors as prescribed in the Charter, the Company's internal regulations and other specific tasks as authorized in writing by the Chairman of the Board of Directors;
  - d. Other rights and obligations as prescribed by law and the Company's Charter.

#### **Article 9. Dismissal, dismissal, replacement and addition of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a. Failing to meet the criteria and conditions specified in Article 155 of the Law on Enterprises;
  - b. Have a letter of resignation and be approved;
  - c. Other cases as prescribed by law.
2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:
  - a. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
  - b. Other cases as prescribed by law.
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the company's charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;
  - b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises
  - c. Except for the case specified at Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

**Article 10. Methods of electing, dismissing and dismissing members of the Board of Directors**

1. A shareholder or group of shareholders owns 10% or more of the total ordinary shares or has the right to nominate a person to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:
  - a. Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate

under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the Company's Charter, Internal regulations on corporate governance. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to pool all or part of their total votes to one or several candidates. The winner of the election of members of the Board of Directors is determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the election regulations or the company's charter.
4. The election, dismissal and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

#### **Article 11. Notification of election, dismissal and dismissal of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work process;
  - d. Other managerial titles (including the title of the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the company's charter;

- g. The company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the company of the candidate of the Board of Directors (if any).
2. The notification of the results of election, dismissal and dismissal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

### **Chapter III**

#### **BOARD**

##### **Article 12. Rights and obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
  - c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type;
  - d. Deciding on the selling price of shares, bonds and other securities of the Company;
  - e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. To decide on the issuance and offering of bonds and other securities in accordance with the provisions of current law and the Charter;
  - g. Decide on capital mobilization in other forms;
  - h. To decide on investment plans and investment projects within their competence and limits as prescribed by law;
  - i. Deciding on solutions for market development, marketing and technology;
  - j. Through all contracts, trading less than 50% of the total value of assets recorded in the Company's most recent financial statements; except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

- k. Election, dismissal and dismissal of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts of the Board of Directors and other important managers as prescribed by the Company's Charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;
  - l. Supervising and directing the Board of Directors and other managers in running the Company's daily business;
  - m. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
  - n. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
  - o. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - p. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - q. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
  - r. Decision to promulgate the Regulation on the operation of the Board of Directors, the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Internal Audit Regulation, the Company's information disclosure regulations, the Company's financial regulations/regulations stipulating the authority to approve related to the Company's expenses in accordance with business activities;
  - s. Approval/Approval of contracts and transactions between the Company and related persons specified in Clause 2, Article 167 of the Law on Enterprises;
  - t. To be entitled to assign tasks/assignments/delegation of authority to the Chairman of the Board of Directors/members of the Board of Directors to implement contracts/transactions/investment and business decisions and/or other work contents approved by the Board of Directors.
  - u. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting opinions in writing or in other forms prescribed by law. Each Board member has one vote.
  4. In case the resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the company's

charter, causing damage to the company, the members who endorse the adoption of such resolution or decision must jointly take personal responsibility for the resolution or decision. decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above-mentioned resolution or decision.

### **Article 13. Responsibilities and obligations of the Board of Directors**

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:

Be accountable to shareholders for the Company's activities.

1. Treat all shareholders equally and respect the interests of persons with interests related to the Company.
2. Ensure that the Company's operations comply with the provisions of the law, the Company's Charter and internal regulations.
3. Formulate the Operation Regulation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publication on the company's website.
4. 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.
5. Formulate internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval and publication on the Company's website.
6. Appointment of the person in charge of corporate governance.
7. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Person in charge of corporate governance and other managers of the Company.
8. 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
9. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

### **Article 14. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors approves contracts and transactions with a value of less than 35% or contracts and transactions in principle where the total value of transactions arises within 12 months from the date on which the Board of Directors approves the contracts/transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements between the Company and one of the following subjects:
  - a. Members of the Board of Directors, members of the Control Board, General Directors (Directors), other managers and related persons of these subjects;

- b. Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the Company and their related persons;
  - c. Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The representative of the Company signing a contract or transaction must notify the members of the Board of Directors and members of the Control Board of the objects related to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the notice, unless the company's charter provides for a different time limit; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.
  3. The Board of Directors may decide on the approval of contracts and transactions between the Company and related persons on a case-by-case basis or a general principle approval decision and authorize the Legal Representative of the Company or a person authorized by the Legal Representative to sign the contract, transactions on the basis of those principles, ensuring compliance with the provisions of law and the Company's Charter.

**Article 15. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;
  - c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and the Company's Charter.
2. Convening an extraordinary General Meeting of Shareholders  
The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control Board is less than the minimum number of members as prescribed in the company's charter or receives the request specified at Points c and d, Clause 1 This.
3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a. Make a list of shareholders entitled to attend the meeting;
- b. Providing information and settling complaints related to the list of shareholders;
- c. Preparation of meeting agendas and contents;
- d. Prepare documents for the meeting;
- e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Directors or members of the Control Board;
- f. Determine the time and place of the meeting;
- g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Law on Enterprises;
- h. Other tasks for the meeting.

#### **Article 16. Subcommittees assisting the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter and Internal Regulations on corporate governance.

### **Chapter IV**

#### **BOARD MEETINGS AND WRITTEN OPINIONS**

##### **Article 17. Board Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Control Board or an independent member of the Board of Directors;
  - b. At the request of the Director or General Director or at least 05 other managers;

- c. At the request of at least 02 members of the Board of Directors;
  - d. Other cases are prescribed by law.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
  5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
  6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
  - c. Attend and vote through online conferences, electronic voting or other electronic forms;

- d. Send voting ballots to the meeting by mail, fax, email;
  - e. Sending the ballot by other means.
10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.
  11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.
  12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.
  13. The meeting place of the Board of Directors is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam. The documents and language of the Board of Directors meeting are in Vietnamese and may be translated into foreign languages if necessary.

#### **Article 18. Board Meeting Minutes**

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The minutes must be made in Vietnamese and may be additionally made in foreign languages, including the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and place of the meeting;
  - c. Purpose, agenda and contents of the meeting;
  - d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
  - e. Issues are discussed and voted on at the meeting;
  - f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
  - g. The voting results clearly state the members who approve, disagree and have no opinions;
  - h. The issue was passed and the vote rate passed accordingly;
  - i. Full name, signature of the chairman and the person making the record, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Directors attend and agree to approve the

minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, e, f, g and h, Clause 1 of this Article, this record takes effect.

The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairperson and the person taking the minutes shall take personal responsibility for the damage caused to the enterprise due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Law on Enterprises, the company's charter and relevant laws.

3. The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.
4. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.
5. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

#### **Article 19. Organizing the collection of written opinions of members of the Board of Directors**

1. The Chairman of the Board of Directors/the person who has the right to convene a meeting of the Board of Directors (hereinafter referred to as the "**person in charge of collecting written opinions**") shall decide on the collection of opinions of members of the Board of Directors in writing.
2. The assisting department for the Board of Directors ("the Office of **the Board of Directors**") prepares the opinion poll and necessary documents related to the content of the consultation. The opinion poll and enclosed documents must be sent by secure method to the contact address of each member of the Board of Directors. Members of the Board of Directors must sign the opinion poll and send it to the Office of the Board of Directors in accordance with regulations. If the time limit for returning the vote as prescribed is exceeded, the poll of such member of the Board of Directors shall be considered unresponsive.
3. The collection of opinions of members of the Board of Directors may be sent by e-mail to the e-mail address of each member of the Board of Directors. Opinions replied by email are equivalent to those signed in writing.
4. The opinion poll must contain the following principal contents:
  - a. Name, address of the head office, number and date of issuance of the Establishment and Operation License, Business Registration Certificate of the Company;
  - b. Purpose of collecting opinions;
  - c. Full names of members of the Board of Directors;
  - d. Issues that need to be consulted;

- e. Voting plans, including: approve, disapprove and no opinions;
  - f. Full name and signature of the Chairman of the Board of Directors
5. The answered opinion poll must be signed by a member of the Board of Directors and sent to the Office of the Board of Directors in accordance with the Company's regulations.
  6. The Secretary of the Board of Directors/Chief of the Office of the Board of Directors or if the Secretary of the Board of Directors/Chief of the Office of the Board of Directors is absent, the officer of the Office of the Board of Directors appointed/appointed by the Chairman of the Board of Directors shall carry out the procedures for counting votes and make a record of vote counting (hereinafter referred to as "**Vote Counter**"). The vote counting record must contain the following principal contents:
    - a. Name, address of the head office, number and date of issuance of the Establishment and Operation License, Business Registration Certificate of the Company;
    - b. Purposes and issues to be consulted;
    - c. The total number of votes sent, the total number of votes collected, the number of valid votes, the number of invalid votes;
    - d. The total number of votes in favor, disapproval and no opinion on each issue to be consulted;
    - e. Full name and signature of the vote counting person and the person in charge of collecting opinions in writing.
  7. The person presiding over the collection of written opinions and the vote counting person must be jointly responsible for the truthfulness and accuracy of the vote counting record; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
  8. Resolutions and decisions adopted in the form of collecting written opinions shall apply the principle of adoption at the meeting of the Board of Directors in Clause 12, Article 16 of this Regulation.
  9. The record of vote counting results together with the Resolution and Decision of the Board of Directors adopted based on the vote counting results must be sent to the members of the Board of Directors within 15 days from the end of the vote counting.
  10. The opinion poll that has been answered, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's headquarters.
  11. Resolutions and decisions adopted in the form of collecting opinions of members of the Board of Directors in writing are as valid as resolutions and decisions adopted at meetings of the Board of Directors.

## **Chapter V**

### **REPORTING AND PUBLICIZING BENEFITS**

#### **Article 20. Annual Report Submission**

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a. Report on the Company's business results;
  - b. Financial statements;
  - c. Report on the evaluation of the management and administration of the Company;
  - d. Appraisal report of the Supervisory Board.
2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Control Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders if the Company's Charter does not provide otherwise.
  3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders if the Company's Charter does not prescribe a longer time limit. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

#### **Article 21. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

#### **Article 22. Disclosure of related benefits**

In case the Company's Charter does not contain other stricter provisions, the disclosure of the Company's interests and related persons shall comply with the following provisions:

1. A member of the Board of Directors of the Company must declare to the company his or her related interests, including:
  - a. Name, enterprise code, address of the head office, business lines of the enterprise in which they own contributed capital or shares; the percentage and time of ownership of such contributed capital or shares;
  - b. Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment and supplement.
3. Members of the Board of Directors who perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and shall only be performed when approved by the majority of the remaining members of the Board of Directors; if it is carried out without declaration or approval of the Board of Directors, all income obtained from such activity belongs to the Company.

### **Chapter VI**

#### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

##### **Article 23. Relationship between Board Members**

1. The relationship between members of the Board of Directors is a coordination relationship, the members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling the assigned work.
2. In the course of handling work, the member of the Board of Directors assigned to be in charge of the main responsibility must take the initiative in coordinating in handling, if there is a problem related to the field in charge of another member of the Board of Directors. In case there are still different opinions among the members of the Board of Directors, the members shall have the main responsibility to report to the Chairman of the Board of Directors for consideration and decision according to their competence or organize meetings or collect opinions of members of the Board of Directors in accordance with law. The Company's Charter and this Regulation.

3. In case of reassignment between members of the Board of Directors, the members of the Board of Directors must hand over relevant work, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

#### **Article 24. Relationship with the Board of Directors**

With the role of management, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

#### **Article 25. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is a coordinated relationship. The working relationship between the Board of Directors and the Supervisory Board is on the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.
2. Upon receipt of inspection records or general reports of the Control Board, the Board of Directors shall study and direct relevant departments to formulate plans and make timely corrections.

### **Chapter VII**

#### **IMPLEMENTATION PROVISIONS**

#### **Article 26. Enforcement effect**

1. The Regulation on organization and operation of the Board of Directors of Techno and Trade Securities Joint Stock Company consists of chapter VII, 26 articles and takes effect from the date of signing for promulgation.
2. The amendment, supplementation and replacement of the contents of this Regulation shall be decided by the General Meeting of Shareholders.
3. In case of inconsistency between the provisions of this Regulation and the Company's Charter, the provisions of the Company's Charter shall prevail.

**ON BEHALF BOARD OF DIRECTORS  
CHAIRMAN**  
*(Sign, specify full name and seal)*

**NGUYEN XUAN MINH**

No.: 060304/26/TT-ĐHĐCĐ-TCBS

Hanoi, April 3, 2026

**PROPOSAL**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
*(Re: Amendment and supplement of the regulations on the organization and operation of the Board of Directors of Techcom Securities Joint Stock Company)*

**To:** The Annual General Meeting of Shareholders of Techcom Securities Joint Stock Company (“the Company” or “TCBS”)

The Board of Directors (“the Board”) of TCBS respectfully submits to the Annual General Meeting of Shareholders (“AGM”) the following proposal regarding amendments and supplements to the Regulations on the Organization and Operation of the Board of Directors of the Company:

**I. Legal basis**

- Law on Securities No. 54/2019/QH14 dated 26 November 2019 (“Law on Securities 2019”) and its amendments and supplements;
- Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 (“Law on Enterprises 2020”) and its amendments and supplements;
- Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain articles of the Law on Securities (“Decree No. 155/2020/NĐ-CP”) and its amendments and supplements;
- Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP;
- The current Charter of TCBS.

**II. Proposals to the Annual General Meeting of Shareholders**

After review and assessment, the Board considers that the current Regulations on the Organization and Operation of the Board of Directors of TCBS need to be amended and supplemented to meet the practical requirements of the Company. Therefore, the Board respectfully submits the following proposals to the AGM for approval:



1. Approve the amendments and supplements to the Regulations on the Organization and Operation of the Board of Directors as outlined in the attached Appendix and any related adjustments to the format, chapter, section, and article numbers in accordance with the amendments.
2. Approve the issuance of the Regulations on the Organization and Operation of the Board of Directors in full text as per the attached draft.
3. Authorize the Board of Directors to complete and sign the issuance of the new full text of the Regulations on the Organization and Operation of the Board of Directors. The new regulations will take effect from the date of signing and will replace the existing Regulations in full.

The Board of Directors respectfully submits the above for the AGM's review and approval.

**Recipients:**

- As above;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN  
  
NGUYEN XUAN MINH

**APPENDIX 01: CONTENT OF THE REGULATION ON OPERATION OF THE BOARD OF DIRECTORS ("REGULATION") PROPOSED FOR AMENDMENT AND SUPPLEMENT**

No.	Current regulation	Proposed amendments/supplements	Reason
1.	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.</p>	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. <b>The Chairman of the Board shall be elected, dismissed, or removed based on a majority vote, either by secret ballot or by show of hands.</b></p>	Aligns with the Company's current operational practice
2.	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>....</p> <p>4. In the event the Chairman of the Board tenders his/her resignation or is removed, the Board shall elect a replacement within 30 days from the date of receipt of the resignation or removal. In case the Chairman is absent or unable to perform his/her duties, a written authorization must be given to another member to exercise the rights and obligations of the Chairman. In the absence of an authorized person, or in the event of the Chairman's death, disappearance, detention, serving a prison sentence, undergoing</p>	<p><b>Article 7. Chairman of the Board of Directors</b></p> <p>...</p> <p>4. In the event the Chairman of the Board tenders his/her resignation or is removed, the Board shall elect a replacement within 30 days from the date of receipt of the resignation or removal. In case the Chairman is absent or unable to perform his/her duties, a written authorization shall be granted to the Vice Chairman of the Board or another member to exercise the rights and obligations of the Chairman. In the absence of an authorized person, or in the event of the Chairman's death, disappearance, detention, serving a prison</p>	Aligns with the Company's current operational practice

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No.	Current regulation	Proposed amendments/supplements	Reason
	<p>compulsory rehabilitation, compulsory education, absconding from residence, limitation or loss of civil act capacity, cognitive or behavioral difficulties, or being prohibited by a court from holding office, practicing profession, or performing certain tasks, the remaining members shall elect one among themselves as Chairman according to the majority vote of the remaining members until a new decision of the Board is made.</p>	<p>sentence, undergoing compulsory rehabilitation, compulsory education, absconding from residence, limitation or loss of civil act capacity, cognitive or behavioral difficulties, or being prohibited by a court from holding office, practicing profession, or performing certain tasks, <b>the Vice Chairman of the Board shall perform the duties of the Chairman</b>, or the remaining members shall elect one among themselves as Chairman according to the majority vote of the remaining members until a new decision of the Board is made.</p> <p><b>Article 8. Vice Chairman of the Board of Directors</b></p> <ol style="list-style-type: none"> <li>1. The Vice Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members based on the proposal of the Chairman and by majority vote, either by secret ballot or by show of hands. The Board may elect one or more Vice Chairmen from among its members.</li> <li>2. The Vice Chairman of the Board shall have the following rights and obligations: <ol style="list-style-type: none"> <li>a. Advise, support, and assist the Chairman of the Board in corporate governance;</li> </ol> </li> </ol>	
3.	Not regulated		Added regulation for the position of Vice Chairman of the Board

No.	Current regulation	Proposed amendments/supplements	Reason
		<p>b. Substitute for the Chairman in convening and presiding over Board meetings and performing the duties of the Chairman during his/her absence and/or based on written authorization from the Chairman;</p> <p>c. Perform tasks of a Board member under the Charter, internal regulations of the Company, and other specific tasks as delegated in writing by the Chairman;</p> <p>d. Other rights and obligations as provided by law and the Company's Charter.</p>	

