

**TECHCOM SECURITIES  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness**

-----  
No: 051606/26/CV-TCBS

Hanoi, June 16, 2026

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To: State Securities Commission  
Vietnam Stock Exchange  
Hochiminh Stock Exchange**

1. Name of organization: Techcom Securities Joint Stock Company  
- Stock code: TCX  
- Address: 27th, 28th and 29th floors, C5 D'Capitale Building, 119 Tran Duy Hung Street, Yen Hoa Ward, Hanoi City.  
- Tel: Fax:  
- E-mail: baocao\_tcbs@techcombank.com.vn

2. Contents of information disclosure:

Techcom Securities Joint Stock Company ("TCBS") hereby discloses the Decision No. 021606/26/QĐ-CTHĐQT-TCBS dated June 16, 2026 issued by the Chairman of the Board of Directors on Issuance of the Amended Charter of Techcom Securities Joint Stock Company.

*(Details as in the attached document)*

3. This information was posted on TCBS website on June 16, 2026 at this link: <https://www.tcbs.com.vn>.  
We hereby declare to be responsible for the accuracy and completeness of the above information.

**Attached documents:**

- Resolution No. 021606/26/QĐ-CTHĐQT-TCBS

**TECHCOM SECURITIES JOINT STOCK COMPANY**

*Person authorized to disclose information*



**NGO HOANG HA**



No.: 021606/26/QĐ-CTHĐQT-TCBS

Hanoi, June 16, 2026

**DECISION**

*(Re: Issuance of the Amended Charter of Techcom Securities Joint Stock Company)*

**CHAIRMAN OF THE BOARD OF DIRECTORS  
TECHCOM SECURITIES JOINT STOCK COMPANY**

Base:

- Charter of Techcom Securities Joint Stock Company ("the Company" or "TCBS");
- Resolution of the General Meeting of Shareholders No. 012111/25/NQ-ĐHĐCĐ-TCBS dated November 21, 2025 approving the dividend payment plan for 2024 of Techcom Securities Joint Stock Company;
- Resolution of the General Meeting of Shareholders No. 012504/26/NQ-ĐHĐCĐ-TCBS dated April 25, 2026 approving the update to the share issuance plan for dividend payment for 2024 of Techcom Securities Joint Stock Company;
- Resolution of the Board of Directors of Techcom Securities Joint Stock Company No. 012804/26/NQ-HĐQT-TCBS dated April 28, 2026 approving the implementation of the share issuance plan for dividend payment for 2024 and other related matters of Techcom Securities Joint Stock Company;
- License Amendment No. 71/GPĐC-UBCK dated June 15, 2026, issued by the Chairman of the State Securities Commission, amending the Establishment and Operation License for Securities Business No. 125/GP-UBCK dated May 30, 2018 of Techcom Securities Joint Stock Company.

**DECISION:**

**Article 1** To promulgate the Amended Charter of Techcom Securities Joint Stock Company, whereby Clause 8.1, Article 8 on charter capital and shares is amended *(the full text of the amended Charter as attached)*.

**Article 2** **Effectiveness and Implementation:**

- 2.1. This Decision shall take effect from the date of signing.
- 2.2. The Amended Charter issued together with this Decision shall replace in its entirety the Charter issued prior to the effective date of this Decision.
- 2.3. Members of the Board of Management, relevant departments/departments and individuals shall be responsible for the implementation of this Decision./.

Recipients:

- As in Article 2;
- Save the Office.

CHAIRMAN OF THE BOARD OF DIRECTORS  
CÔNG TY  
CƠ PHẦN  
CHỨNG KHOÁN  
KỶ THƯƠNG  
P. YÊN HÒA, T.P. HÀ NỘI  
NGUYEN XUAN MINH



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

# **CHARTER**

## **TECHCOM SECURITIES JOINT STOCK COMPANY**



*Hanoi, June 16, 2026*

## TABLE OF CONTENTS

|   |    |
|---|----|
| <b>FOREWORD</b> .....   | 5  |
| <b>CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER</b> .....   | 5  |
| Article 1. Explanation of terms.....  | 5  |
| <b>CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY</b> ..... | 6  |
| Article 2. Name, form, head office, branch, representative office, business location, duration of operation and License of the Company .....                      | 6  |
| Article 3. Legal representative of the Company.....   | 6  |
| <b>CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY</b> 7   |    |
| Article 4. Business lines and operational objectives of the Company .....   | 7  |
| Article 5. Business Scope and Activities of the Company.....  | 8  |
| Article 6. Principles of corporate governance and administration.....   | 8  |
| Article 7. Principles of the Company's professional activities .....  | 9  |
| <b>CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS</b> .....   | 10 |
| Article 8. Charter capital, shares, founding shareholders .....   | 10 |
| Article 9. Stocks.....  | 10 |
| Article 10. Issuance of secured warrants .....  | 11 |
| Article 11. Other securities certificates .....   | 11 |
| Article 12. Transfer of shares .....  | 11 |
| <b>CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL</b> .....  | 11 |
| Article 13. Organizational structure, governance, and control .....   | 11 |
| <b>CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b> .....   | 11 |
| Article 14. Shareholders .....  | 11 |
| Article 15. Shareholders' rights .....  | 12 |
| Article 16. Obligations of shareholders.....  | 13 |
| Article 17. General Meeting of Shareholders .....   | 14 |
| Article 18. Rights and obligations of the General Meeting of Shareholders .....   | 15 |
| Article 19. Authorization to attend the General Meeting of Shareholders.....  | 17 |
| Article 20. Change permissions .....  | 17 |
| Article 21. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders .....   | 18 |
| Article 22. Conditions for conducting the General Meeting of Shareholders .....   | 19 |
| Article 23. Procedures for conducting meetings and voting at the General Meeting of Shareholders.....   | 20 |
| Article 24. Conditions for the Resolution of the General Meeting of Shareholders to be approved   |    |
| 22  |    |
| Article 25. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders .....            | 22 |
| Article 26. Resolution and Minutes of the General Meeting of Shareholders .....   | 24 |
| Article 27. Request for cancellation of the Resolution of the General Meeting of Shareholders..   | 25 |
| <b>CHAPTER VII. BOARD</b> .....   | 25 |

|  |           |
|--|-----------|
| Article 28. Candidacy, nomination and criteria and conditions for membership of the Board of Directors                                       | 25        |
| Article 29. Composition and term of office of members of the Board of Directors  | 26        |
| Article 30. Independent Member of the Board of Directors   | 27        |
| Article 31. Rights and obligations of members of the Board of Directors  | 27        |
| Article 32. Powers and obligations of the Board of Directors   | 28        |
| Article 33. Responsibilities and obligations of the Board of Directors   | 30        |
| Article 34. Remuneration, bonuses and other benefits of members of the Board of Directors  | 30        |
| Article 35. Chairman of the Board of Directors   | 31        |
| Article 36. Board Meetings   | 31        |
| Article 37. Internal Audit   | 33        |
| Article 38. Subcommittees of the Board of Directors  | 34        |
| Article 39. Person in charge of corporate governance   | 34        |
| <b>CHAPTER VIII. BOARD OF DIRECTORS AND OTHER EXECUTIVES</b>   | <b>34</b> |
| Article 40. Organization of the management apparatus   | 34        |
| Article 41. Company Executive  | 35        |
| Article 42. Appointment, dismissal, duties and powers of the General Director  | 35        |
| Article 43. Internal Control Department under the Board of Directors   | 36        |
| <b>CHAPTER IX. SUPERVISORY BOARD</b>   | <b>37</b> |
| Article 44. Candidacy and nomination of members of the Control Board (Controllers)   | 37        |
| Article 45. Composition of the Supervisory Board   | 37        |
| Article 46. Head of the Supervisory Board  | 38        |
| Article 47. Rights and obligations of the Control Board  | 38        |
| Article 48. Supervisory Board Meeting  | 39        |
| Article 49. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board   | 39        |
| <b>CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES</b> | <b>39</b> |
| Article 50. Responsibility for honesty and avoidance of conflicts of interest  | 39        |
| Article 51. Liability for Damage and Compensation  | 40        |
| <b>CHAPTER XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS</b>  | <b>41</b> |
| Article 52. Right to look up books and records   | 41        |
| <b>CHAPTER XII. EMPLOYEES AND TRADE UNIONS</b>   | <b>41</b> |
| Article 53. Workers and trade unions   | 41        |
| <b>CHAPTER XIII. PROFIT DISTRIBUTION</b>   | <b>42</b> |
| Article 54. Profit distribution  | 42        |
| <b>CHAPTER XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME</b>  | <b>42</b> |
| Article 55. Bank Account   | 42        |
| Article 56. Fiscal Year  | 42        |
| Article 57. Accounting regime  | 42        |
| <b>CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES</b>  | <b>43</b> |
| Article 58. Annual, semi-annual and quarterly financial statements   | 43        |
| Article 59. Annual Report  | 43        |



|  |           |
|--|-----------|
| <b>CHAPTER XVI. CORPORATE AUDIT.....</b>                   | <b>43</b> |
| <b>Article 60. Audit.....</b>                              | <b>43</b> |
| <b>CHAPTER XVII. SEAL OF THE ENTERPRISE .....</b>          | <b>43</b> |
| <b>Article 61. Seal of the business.....</b>               | <b>43</b> |
| <b>XVIII. DISSOLUTION OF THE COMPANY.....</b>              | <b>44</b> |
| <b>Article 62. Dissolution of the company.....</b>         | <b>44</b> |
| <b>Article 63. Extension of Operation .....</b>            | <b>44</b> |
| <b>Article 64. Liquidation.....</b>                        | <b>44</b> |
| <b>Article 65. Company Reorganization.....</b>             | <b>45</b> |
| <b>XIX. SETTLEMENT OF INTERNAL DISPUTES .....</b>          | <b>45</b> |
| <b>Article 66. Internal Dispute Resolution.....</b>        | <b>45</b> |
| <b>XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER .....</b> | <b>45</b> |
| <b>Article 67. Company Charter .....</b>                   | <b>45</b> |
| <b>CHAPTER XXI. EFFECTIVE DATE.....</b>                    | <b>46</b> |
| <b>Article 68. Effective Date.....</b>                     | <b>46</b> |



## FOREWORD

*(This Charter is issued together with the Decision of the Chairman of the Board of Directors of Techcom Securities Joint Stock Company No. 011803/26/QD-CTHDQT-TCBS, dated 18/03/2026)*

### CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Explanation of terms

- 1.1. In this Charter, the following terms shall be construed as follows:
- a. *The Board of Managers* is the Board of Managers of the Company, including the CEO and Deputy CEO;
  - b. *The Supervisory Board* is the Supervisory Board of the Company;
  - c. *Shareholders* are individuals and organizations that own at least one share of the Company;
  - d. *A founding shareholder* is a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;
  - e. *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;
  - f. *The company or TCBS* is Techcom Securities Joint Stock Company;
  - g. *Charter* is the Charter of Techcom Securities Joint Stock Company;
  - h. *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 (and documents amended and supplemented from time to time);
  - i. *The Law on Securities* is the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (and documents amended and supplemented from time to time);
  - j. *The date of establishment* is the date on which the Company is granted the establishment and operation license for the first time;
  - k. *Executives* of enterprises are CEO, Deputy CEO, Chief Accountants;
  - l. *An enterprise manager* is a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, members of the Board of Managers and individuals holding other managerial positions appointed by the Board of Directors from time to time;
  - m. *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
  - n. *The operation duration* is the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
  - o. *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;
  - p. *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 8 of this Charter;
  - q. *Vietnam* is the Socialist Republic of Vietnam;
- 1.2. In this Charter, references to one or several other regulations or documents including amendments, supplements or substitute documents;
- 1.3. The headings (Chapters, Sections, Articles of this Charter) are used for the convenience of understanding the content and do not affect the content of this Charter.

- 1.4. Terms or terms not defined in this Charter shall be construed in accordance with the relevant legal provisions.

**CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE,  
BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE  
OF THE COMPANY**

**Article 2. Name, form, head office, branch, representative office, business location, duration of operation and License of the Company**

2.1. Company Name

- Company name written in Vietnamese: **Techcom Securities Joint Stock Company**
- Company name written in foreign language: **Techcom Securities Joint Stock Company**
- Abbreviated Company Name: **Techcom Securities** or **TCBS**

2.2. Legal form of the Company:

The company is a joint stock company with legal status in accordance with the current laws of Vietnam.

2.3. Registered office of the Company:

- Head office address: 27th, 28th and 29th floors, C5 D'Capitale Building, 119 Tran Duy Hung, Yen Hoa Ward, Hanoi City, Vietnam.
- Phone: (024) 3944 6368;
- Fax: (024) 3944 6583; and
- Website: [www.tcbs.com.vn](http://www.tcbs.com.vn)

2.4. Operation Network:

- a. The Company may establish branches and representative offices in the business area to implement the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law;
- b. Branches, transaction offices and representative offices are units of the Company and the Company shall be fully responsible for the operation of its branches, transaction offices and representative offices;
- c. In accordance with the provisions of law, the Company only conducts securities trading and provides securities services at the locations where the head office, branches and transaction offices are located approved by the State Securities Commission; and
- d. The name of the branch, transaction office or representative office must bear the name of the company accompanied by the phrase branch, transaction office, representative office and its own name to distinguish it.

2.5. Unless the operation is terminated before the time limit specified in Clause 2 Article 62 or the operation period is extended as prescribed in Article 63 of this Charter, the operation term of the Company is indefinitely from the date of establishment.

2.6. License for establishment and operation of the first securities company No. 125/GP-UBCK dated 30/5/2018 issued by the State Securities Commission.

**Article 3. Legal representative of the Company**

3.1. The company has 01 (one) legal representative who is the Chairman of the Board of Directors of the Company appointed by the Board of Directors;

3.2. Authorization of the legal representative.

- a. The legal representative of the Company must reside in Vietnam. In case of exiting Vietnam, it is necessary to authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In this case, the legal representative shall still be responsible for the performance of the authorized rights and obligations;
- b. Upon the expiration of the authorization period specified at Point a, Clause 2 of this Article, the legal representative of the Company has not returned to Vietnam and has no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the enterprise;
- c. In case the Company's legal representative leaves Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the Company's legal representative or dies, goes missing, is temporarily detained, sentenced to imprisonment, restricted or loses his/her civil act capacity, the Board of Directors shall appoint another person the title of the legal representative of the Company; and
- d. The legal representative of the Company may authorize in writing the General Director and/or other individuals to exercise the rights and duties of the legal representative of the Company in transactions, civil, commercial, administrative and/or litigation on a regular basis or for each transaction, specific cases in accordance with the provisions of this Charter, the Company's internal management regulations and relevant laws. The written authorization of the legal representative of the Company must clearly state the scope of authorized representation and the duration of the representation. Authorized representatives are only allowed to perform transactions and cases within the scope of representation.

### 3.3. Rights and obligations of the legal representative

- a. Entering into contracts on behalf of/representing the Company to exercise rights and obligations arising from the Company's transactions;
- b. Representing the Company in working with competent state agencies, representing the Company in international relations, litigation, disputes, dissolution, bankruptcy;
- c. Loyal to the interests of the Company; do not abuse their positions and use the Company's information, know-how, business opportunities and other assets for self-interest or to serve the interests of other organizations and individuals;
- d. Promptly, fully and accurately notify the Company of the enterprise in which he/she or his/her related persons own or have shares or contributed capital in accordance with the provisions of the Law on Enterprises;
- e. Other rights and obligations in accordance with the Charter, the Company's internal regulations and the law.

## **CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY**

### **Article 4. Business lines and operational objectives of the Company**

#### 4.1. Business lines of the Company:

- a. Securities business operations: Securities brokerage; Proprietary trading of securities; Underwriting the issuance of securities; Securities investment consulting.
  - b. Entrustment services for the management of securities trading accounts of individual investors; distributing or acting as a securities distribution agent; management of securities trading accounts; providing services of managing the list of securities holders for other enterprises;
  - c. Providing online securities trading services; providing or coordinating with credit institutions in providing services to customers borrowing money to buy securities or providing securities lending services; providing or coordinating with credit institutions in providing securities sale advance services; securities depository; clearing and settlement of securities; services in the derivatives market.
  - d. Securities trading on securities proprietary trading accounts and being able to invest, contribute capital, issue and offer financial products.
  - e. Consulting services on securities offering documents, carrying out procedures before securities offering; securities depository, payment and transfer agents; advising on restructuring, consolidation, merger, reorganization, acquisition and sale of enterprises; management consulting, corporate strategy consulting; consultancy on offering, listing and registration of securities trading; consulting on enterprise equitization.
  - f. Providing other financial services in accordance with the provisions of law after reporting to the State Securities Commission in writing.
- 4.2. In addition to securities trading operations as prescribed in Clause 1 of this Article, the Company is allowed to carry out other business activities in accordance with the provisions of law.
- 4.3. Objectives of the Company:  
The Company's goal is to become a modern and leading securities company in Vietnam, providing all securities operations and developing business activities with high efficiency and sustainability.

#### **Article 5. Business Scope and Activities of the Company**

Companies permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents with the business registration authority and announced on the National Enterprise Registration Portal. In addition, the Company must meet all business conditions in accordance with the provisions of the securities law.

#### **Article 6. Principles of corporate governance and administration**

- 6.1. Comply with the provisions of the Law on Securities, the Law on Enterprises, the Company's Charter and other relevant provisions of law on corporate governance.
- 6.2. Clearly delineate responsibilities between the General Meeting of Shareholders, the Board of Directors, the Control Board and the Board of Directors in accordance with the Law on Securities, the Law on Enterprises and other relevant provisions of law.
- 6.3. Establish a communication system with shareholders and members to ensure the provision of adequate information and fair treatment between shareholders and members, ensuring the legitimate rights and interests of shareholders and members.

- 6.4. Establish an internal control system, risk management and supervision, prevent conflicts of interest within the company and in transactions with related persons.
- 6.5. Ensure that employees working in the professional department must have securities practice certificates in accordance with the provisions of the law on securities and securities market.

#### **Article 7. Principles of the Company's professional activities**

When carrying out professional activities, the company must ensure the following principles:

- 7.1. Promulgate operational processes for operations.
- 7.2. Promulgating the code of ethics for practice.
- 7.3. The Company and its employees are not allowed to make investments on behalf of customers except for the case of entrusting the management of securities trading accounts of individual investors as prescribed in Article 19 of Circular No. 121/2020/TT-BTC regulating the operation of securities companies and alternative regulations, supplements take effect from time to time.
- 7.4. Responsible for being honest with customers, not infringing on the property, other legitimate rights and interests of customers. Implement separate management of each client's assets, separate clients' assets from the Company's assets.
- 7.5. Responsible for signing contracts with customers when providing services to customers; provide full and honest information to customers.
- 7.6. Unless otherwise provided for by law, the Company, when providing services to customers, is not allowed to directly or indirectly perform the following acts:
  - a. Deciding to invest in securities on behalf of clients;
  - b. Agreements with customers to share profits or losses;
  - c. Advertising, claiming that the content, effectiveness, or methods of its securities analysis are of higher value than those of other securities companies;
  - d. Providing false information to lure or invite customers to buy and sell a certain type of securities;
  - e. Providing false, fraudulent, or misleading information to customers;
  - f. Other acts contrary to the provisions of law.
- 7.7. Implement the regime of accounting, auditing, statistics and financial obligations in accordance with law.
- 7.8. Disclose information and report in a timely, complete and accurate manner in accordance with law.
- 7.9. Build information technology systems and backup databases to ensure safe and continuous operation.
- 7.10. Supervise securities transactions in accordance with regulations of the Minister of Finance.
- 7.11. Establish a dedicated department responsible for communicating with customers and resolving customer questions and complaints.
- 7.12. Perform other obligations as prescribed by the securities law and relevant laws.



## CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

### Article 8. Charter capital, shares, founding shareholders

8.1. The charter capital of the Company is 27,738,968,030,000 VND (*in words: Twenty-seven thousand seven hundred and thirty-eight billion nine hundred and sixty-eight million zero hundred and thirty thousand dong*)

The total charter capital of the Company is divided into 2,773,896,803 (*in words: Two billion seven hundred seventy-three million eight hundred ninety-six thousand eight hundred three*) shares. The par value of shares is 10,000 VND/share. In which:

- a. Ordinary shares: 2,773,896,803 shares;
  - b. The company has not yet issued preferred shares.
- 8.2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
- 8.3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 15 and 16 of this Charter.
- 8.4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
- 8.5. The company was converted from a limited liability company, so there were no founding shareholders.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

- 8.6. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws.
- 8.7. The company may issue other securities in accordance with the law.

### Article 9. Stocks

- 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.
- 9.2. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned upon request.
- 9.3. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:
- a. Information about shares that have been lost, damaged or otherwise destroyed;
  - b. Commit to take responsibility for disputes arising from the re-issuance of new shares.
- 9.4. Within 03 working days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within 03 working days from

25  
ÔNG  
Ô PH  
NG I  
THI  
ĐA -

the date of full payment of the share purchase price as prescribed in the Company's stock offering/issuance plan or other time limits according to the terms of offering/issuance of shares. the holder of the number of shares granted the share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

#### **Article 10. Issuance of secured warrants**

- 10.1. Pursuant to the provisions of law and the approval of the State Securities Commission, the Company will issue secured warrants and perform all operations related to secured warrants.
- 10.2. Secured warrants are securities with collateral issued by the Company, which allow the holder to purchase (call warrants) or to sell (sell warrants) the underlying securities to the Company at a predetermined price, at or before a fixed time, or receive the difference between the exercise price and the price of the underlying securities at the time of execution.
- 10.3. The warrant holder is a partially secured creditor of the Company (excluding the amount of outstanding warrants). In addition, the warrant holder has the rights and obligations prescribed by law and the prospectus when offering warrants, including but not limited to the rights to receive cash payment or transfer of underlying securities, transfer, donation, inheritance, etc pledge, mortgage, ...

#### **Article 11. Other securities certificates**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company or issued in other forms in accordance with the provisions of law.

#### **Article 12. Transfer of shares**

- 12.1. All shares are freely transferable unless otherwise provided by this Charter and law. stocks listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
- 12.2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

### **CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

#### **Article 13. Organizational structure, governance, and control**

The organizational structure of management, administration and control of the Company includes:

- 13.1. General Meeting of Shareholders.
- 13.2. Board of Directors.
- 13.3. Supervisory Board.
- 13.4. Board of Managers.

### **CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 14. Shareholders**

- 14.1. Conditions on shareholders include:
  - a. Shareholders who own 10% or more of the company's charter capital and related persons of such shareholders (if any) do not own more than 5% of the charter capital of 01 other securities company;

- b. Shareholders who are foreign investors must meet the conditions specified in Article 77 of the Securities Law.
- 14.2. Shareholders who own 10% or more of the Company's charter capital must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders.
- 14.3. Shareholders owning 10% or more of the Company's charter capital must fully notify the Company within 24 hours from the receipt of the information, in the following cases:
  - a. The number of shares or contributed capital that are blocked, pledged or handled under the court's decision;
  - b. Shareholders are organizations that decide to change their name or divide, separate, dissolve or go bankrupt.
- 14.4. The company must report to the State Securities Commission on the cases specified in Clause 3 of this Article within 05 days from the date of receipt of the shareholder's notice.

#### **Article 15. Shareholders' rights**

- 15.1. Ordinary shareholders have the following rights:
  - a. Attending and expressing opinions at meetings of the General Meeting of Shareholders and exercising the right to vote through the forms specified in Clause 6, Article 16 of this Charter and the provisions of law. Each ordinary share has 1 vote;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Priority is given to the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
  - d. Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - e. Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
  - f. Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders; request correction of inaccurate information;
  - g. When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
  - j. Have full access to periodic and unusual information published by the Company in accordance with the law;
  - k. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.
- 15.2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:



- a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
  - c. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;
  - d. Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;
  - e. Other rights as prescribed by law and this Charter.
- 15.3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:
- a. Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board 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 and the Control Board, 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 and the Control Board. 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, the Control Board and other shareholders.

#### **Article 16. Obligations of shareholders**

Ordinary shareholders have the following obligations:

- 16.1. Pay in full and on time the number of shares committed to buy.
- 16.2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be

- jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
- 16.3. Comply with the Company's Charter and the Company's Internal Management Regulations.
  - 16.4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
  - 16.5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
  - 16.6. Shareholders are considered to attend the General Meeting of Shareholders and exercise their voting rights through the following forms:
    - a. Attending and voting directly at the meeting;
    - b. Authorize other individuals and organizations to attend and vote at meetings;
    - 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 voting papers by other means as prescribed by law.
  - 16.7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
    - a. Violation of law;
    - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
    - c. Payment of undue debts against financial risks to the Company.
  - 16.8. Fulfill other obligations as prescribed by current law.

#### **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.
- 17.2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.
- 17.3. 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 this Charter.
- 17.4. Convening an extraordinary General Meeting of Shareholders
- a. 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 as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article;
  - b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors with a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
  - c. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article may request the representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises;  
In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - d. Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

**Article 18. Rights and obligations of the General Meeting of Shareholders**

- 18.1. The General Meeting of Shareholders has the following rights and obligations:
- a. Through the development orientation of the Company;
  - b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
  - c. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - d. Approving and deciding on all contracts and transactions valued at 50% or more of the total value of assets recorded in the Company's latest financial statements;

- e. Decision on amendments and supplements to the company's charter;
  - f. Approval of annual financial statements;
  - g. Decide to repurchase more than 10% of the total sold shares of each type;
  - h. Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;
  - i. Decision on reorganization or dissolution of the Company;
  - j. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - k. Approving the Internal Regulation on corporate governance; Regulations on the operation of the Board of Directors and the Control Board;
  - l. Approve the list of approved auditing firms; decision on the auditing firm approved to inspect the Company's operations, the exemption of the auditor is approved when considered necessary;
  - m. Other rights and obligations as prescribed by law.
- 18.2. The General Meeting of Shareholders discussed and approved the following issues:
- a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
  - d. Reports of the Supervisory Board on the Company's business results, operational results of the Board of Directors, the Board of Directors;
  - e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
  - f. Dividend level for each share of each type;
  - g. Number of members of the Board of Directors and the Control Board;
  - h. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - j. Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
  - k. Supplementing and amending the company's charter;
  - l. The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
  - m. Division, separation, consolidation, merger or transformation of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o. Approving and deciding on all contracts and transactions valued at 50% or more of the total value of assets recorded in the Company's latest financial statements;
  - p. Decide to repurchase more than 10% of the total sold shares of each type;
  - q. The company signs contracts and transactions with the entities specified in Clause 3, Article 167 of the Law on Enterprises;

- 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;
  - s. Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
  - t. Other matters as prescribed by law and this Charter.
- 18.3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 19. Authorization to attend the General Meeting of Shareholders**

19.1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 6, Article 16 of this Charter.

19.2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

19.3. The voting slip of the authorized person attending the meeting shall be invalid when one of the following cases occurs:

- a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b. The authorizer has canceled the authorization designation;
- c. The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events after the opening hours of the General Meeting of Shareholders or after the meeting is reconvened.

#### **Article 20. Change permissions**

20.1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning

preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

- 20.2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
- 20.3. The procedure for conducting such separate meetings is similar to the provisions of Articles 22, 23 and 24 of this Charter.
- 20.4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

**Article 21. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

- 21.1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 17 of this Charter.
- 21.2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b. Prepare the program and content of the congress;
  - c. Preparing documents for the congress;
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
  - e. Determining the time and place of the congress;
  - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks for the congress.
- 21.3. Invitation to the General Meeting of Shareholders

The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date, specifically as follows:

- a. The notice of invitation to the meeting must contain the name, address of the head office and enterprise code; names, contact addresses of shareholders, time and place of the meeting and other requirements for meeting attendees.
  - b. The notice of invitation to the meeting shall be sent by means of ensuring that it reaches shareholders such as via email or mail to the contact address or other form that the shareholder has registered with TCBS or the securities depository. At the same time, the notice of invitation to the meeting is posted on the website of TCBS and the State Securities Commission, the Stock Exchange where the Company's shares are listed.
- 21.4. The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the website of TCBS. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
- a. Meeting agendas, documents used in the meeting;
  - b. List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
  - c. Voting slips;
  - d. Draft resolutions for each issue on the meeting agenda.
- 21.5. Shareholders or groups of shareholders specified in Clause 2, Article 15 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
- 21.6. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls into one of the following cases:
- a. The petition is sent in contravention of the provisions of Clause 4 of this Article;
  - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 2, Article 15 of this Charter;
  - c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
- 21.7. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the expected agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

## **Article 22. Conditions for conducting the General Meeting of Shareholders**

- 22.1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

- 22.2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.
- 22.3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

**Article 23. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

- 23.1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:
- a. When registering shareholders, the Company grants each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;
  - b. Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.
- 23.2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:
- a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;
  - b. Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General

- Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;
- c. The chairman shall appoint one or several persons to act as the secretary of the meeting;
  - d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.
- 23.3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
- 23.4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
- a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at the meeting places;
  - c. Creating conditions for shareholders to attend (or continue to attend) the general meeting.
- The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.
- 23.5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.
- 23.6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
- 23.7. The convener or chairman of the General Meeting of Shareholders has the following rights:
- a. Require all attendees to submit to inspections or other lawful and reasonable security measures;
  - b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
- 23.8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
- a. The meeting venue does not have enough convenient seating for all attendees;
  - b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
- 23.9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

23.10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 24. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

24.1. A resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a. Type of shares and total number of shares of each type;
- b. Change of business lines, professions and fields;
- c. Changes in the organizational structure of the Company's management;
- d. Approving and deciding on all contracts and transactions valued at 50% or more of the total value of assets recorded in the Company's latest financial statements;
- e. Reorganization and dissolution of the Company;

24.2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

24.3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

**Article 25. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

25.1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company for all parties under the jurisdiction of the General Meeting of Shareholders.

25.2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 21 of this Charter.

25.3. The opinion poll must contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the

organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;

- d. Issues that need to be consulted for approval of decisions;
  - e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
  - f. The deadline for sending to the Company the answered opinion poll form;
  - g. Full name and signature of the Chairman of the Board of Directors.
- 25.4. Shareholders may send the answered opinion poll to the Company by mail, fax or email according to the following provisions:
- a. In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b. In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
  - c. Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
- 25.5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
- a. Name, address of the head office, enterprise code;
  - b. Purpose and issues to be consulted to pass the resolution;
  - c. The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d. The total number of votes in favor, disapproval and no opinion on each issue;
  - e. The issue was passed and the vote rate passed accordingly;
  - f. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.
- Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
- 25.6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the time of the end of vote counting.

- 25.7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
- 25.8. Resolutions shall be adopted in the form of collecting shareholders' opinions in writing when the following conditions are met:
- a. For the issues specified in Clause 1, Article 24 of this Charter, a resolution shall be passed if it is approved by the number of shareholders owning more than 65% of the total votes of all shareholders with voting rights;
  - b. For all remaining issues, a resolution shall be passed if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with voting rights;
- 25.9. The resolution is adopted in the form of collecting shareholders' opinions in writing and is as valid as the resolution passed at the General Meeting of Shareholders.

**Article 26. Resolution and Minutes of the General Meeting of Shareholders**

- 26.1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
- a. Name, address of the head office, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Agenda and contents of the meeting;
  - d. Full name of the chairman and secretary;
  - e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending and voting at the meeting;
  - h. The issues that were passed and the corresponding percentage of votes voted for approval;
  - i. Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.
- 26.2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- 26.3. 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.

26.4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

**Article 27. Request for cancellation of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- 27.1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 26 of this Charter.
- 27.2. The content of the resolution violates the law or this Charter.

**CHAPTER VII. BOARD OF DIRECTORS**

**Article 28. Candidacy, nomination and criteria and conditions for membership of the Board of Directors**

28.1. 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 public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).
- 28.2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.



- 28.3. In case the number of candidates for the Board of Directors through 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 and Regulations on the operation of the Board of Directors. 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.
- 28.4. Members of the Board of Directors must meet the criteria and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.
- 28.5. The Chairman of the Board of Directors may not concurrently hold the title of General Director.
- 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 other companies.
- 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.

**Article 29. Composition and term of office of members of the Board of Directors**

- 29.1. The number of members of the Board of Directors is from 05 to 11 members.
- 29.2. 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 a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, 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.
- 29.3. The number of non-executive members of the Board of Directors of a public company must meet the following provisions:
- 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.
- 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.
- 29.4. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
- 29.5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
- 29.6. Members of the Board of Directors are not necessarily shareholders of the Company.
- 29.7. The number of independent members of the Board of Directors of a listed company must meet the following provisions:

- 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;
- 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.

**Article 30. Independent Member of the Board of Directors**

- 30.1. Independent members of the Board of Directors are members of the Board of Directors who meet the criteria and conditions as prescribed in legal documents regulating corporate governance applicable to companies listed on the Stock Exchange.
- 30.2. An independent member of the Board of Directors must notify the Board of Directors when he or she no longer fully meets the conditions specified in Clause 1 of this Article and naturally ceases to be an independent member of the Board of Directors from the date of failing to fully meet the above-mentioned conditions. The Board of Directors shall notify the case in which an independent member of the Board of Directors no longer meets all the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect or replace such independent member of the Board of Directors within 6 months from the date of receipt of the notice of the sole member. setting up the Board of Directors.
- 30.3. How to organize and coordinate the activities of independent members of the Board of Directors in compliance with the provisions of law

**Article 31. Rights and obligations of members of the Board of Directors**

- 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.
- 31.2. 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 of transactions between the Company, its subsidiaries or companies controlled by a public 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;
  - e. Disclosure of information when trading the company's shares in accordance with the provisions of law.
- 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.



## **Article 32. Powers and obligations of the Board of Directors**

- 32.1. 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.
- 32.2. The rights and obligations of the Board of Directors are 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 and transactions with a value of less than 50% of the total value of assets recorded in the Company's latest 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, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
  - k. Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts of the Board of Directors and other important managers 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 on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Internal Audit Regulation, the Regulation on information disclosure of the company, 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.

### **Article 33. 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:

- a. Be accountable to shareholders for the Company's activities.
- b. Treat all shareholders equally and respect the interests of persons with interests related to the Company.
- c. Ensure that the Company's operations comply with the provisions of the law, the Company's Charter and internal regulations.
- 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.
- 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.
- f. Appointment of the person in charge of corporate governance.
- 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.
- 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
- i. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

### **Article 34. Remuneration, bonuses and other benefits of members of the Board of Directors**

- 34.1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
- 34.2. 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.
- 34.3. 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.
- 34.4. 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.
- 34.5. 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.

- 34.6. 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 35. Chairman of the Board of Directors**

- 35.1. 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.

- 35.2. The Chairman of the Board of Directors may not concurrently be the General Director.

- 35.3. 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. Other rights and obligations as prescribed by law and other internal regulations of the Company.

- 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 the letter of resignation or dismissal.

- 35.5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing another member 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 remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

**Article 36. Board Meetings**

- 36.1. 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.

- 36.2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

- 36.3. 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 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 shall be stipulated by the Company in accordance with the Company's internal management regulations in each period and the provisions of relevant laws.
- 36.4. 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.
- 36.5. 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.
- 36.6. 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.
- 36.7. 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.
- 36.8. 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.
- 36.9. 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.

5 -  
NG  
PH  
G. K  
THU  
4 - T

- 36.10. 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.
- 36.11. 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.
- 36.12. 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.

**Article 37. Internal Audit under the Board of Directors**

37.1. Internal audit activities must ensure the following principles:

- 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 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;
- 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;
- 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.

37.2. Personnel of the internal audit department must meet the following standards:

- 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;
- 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;
- c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors, Branch Directors in the Company;

- 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;
- e. Not concurrently holding other jobs in the Company.

**Article 38. Subcommittees of the Board of Directors**

- 38.1. 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.
- 38.2. 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.

**Article 39. Person in charge of corporate governance**

- 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.
- 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.
- 39.3. The person in charge of corporate governance has the following rights and obligations:
  - 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;
  - 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;
  - 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.

**CHAPTER VIII. BOARD OF MANAGERS AND OTHER EXECUTIVES**

**Article 40. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Managers and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a General Director, Deputy General Directors, Chief

Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

**Article 41. Company Executive**

- 41.1. The Company's executives include the General Director, Deputy General Director, Chief Accountant.
- 41.2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.
- 41.3. The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
- 41.4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be 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.

**Article 42. Appointment, dismissal, duties and powers of the General Director**

- 42.1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
- 42.2. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
- 42.3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. In case the General Director has not yet been appointed at the end of the term of office, the incumbent General Director shall continue to exercise his rights and perform his or her duties until the decision of the Board of Directors is issued.
- 42.4. The General Director must meet the following criteria and conditions:
  - a. Not being examined for penal liability or serving a prison sentence or banned from practicing securities as prescribed by law;
  - b. Having at least 02 years of working experience in the professional department of organizations in the fields of finance, securities, banking, insurance or in the finance, accounting and investment departments in other enterprises;
  - c. Having a financial analysis practice certificate or a fund management practice certificate;
  - d. Not be sanctioned for administrative violations in the field of securities and securities market within the last 06 months up to the time of submission of the dossier.
  - e. The General Director of the Company must not concurrently work for a securities company, fund management company or other enterprise; The General Director of the Company must not be a member of the Board of Directors or a member of the Board of Members of another securities company.
  - f. Meet other standards and conditions as prescribed by law and the Company's Charter.
- 42.5. The General Director has the following rights and obligations:

- a. Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;
  - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c. Organizing the implementation of the Company's business plan and investment plan;
  - d. Proposing the organizational structure plan and internal management regulations of the Company;
  - e. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
  - f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
  - g. Labor recruitment;
  - h. Proposing a plan to pay dividends or handle losses in business;
  - i. Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of the Board of Directors.
- 42.6. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

**Article 43. Internal Control Department under the Board of Directors**

43.1. The Internal Control Division under the Board of Directors is responsible for controlling compliance :

- a. Inspect and supervise the compliance with legal regulations, the company's charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, regulations, professional processes, risk management processes of the company, relevant departments and securities practitioners in the company;
- b. Supervise the implementation of internal regulations, activities with potential conflicts of interest within the company, especially for the company's own business activities and personal transactions of the company's employees; supervise the implementation of responsibilities of officers and employees in the company, enforce the responsibilities of partners for authorized activities;
- c. Examining the content and supervising the implementation of the rules of professional ethics;
- d. Supervising the calculation and compliance with regulations to ensure financial safety;
- e. Segregation of customer assets;
- f. Preservation and preservation of customers' assets;
- g. Control the compliance with the provisions of the law on prevention and combat of money laundering;
- h. Other contents according to the tasks assigned by the General Director.

43.2. Personnel requirements of the Internal Control Department:

- a. Arrange at least 01 employee to be a compliance controller;
- b. The head of the internal control department must be a person with professional qualifications in law, accounting, auditing, sufficient experience, prestige and competence to effectively perform the assigned tasks;

- c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors, Branch Directors in the Company;
- 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;
- e. Not concurrently holding other jobs in the Company.

## **CHAPTER IX. SUPERVISORY BOARD**

### **Article 44. Candidacy and nomination of members of the Control Board (Controllers)**

- 44.1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clause 1 and Clause 2, Article 28 of this Charter.
- 44.2. In case the number of candidates of the Control Board through nomination and candidacy is not sufficient, the incumbent Control Board may nominate additional candidates or organize nomination according to the provisions of this Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Control Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

### **Article 45. Composition of the Supervisory Board**

- 45.1. The number of members of the Supervisory Board of the Company is from 03 to 05 members or more. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms. In case a member of the Control Board has the same time at the end of the term of office but the new term of Controller has not yet been elected, the Controller who has expired his term of office shall continue to exercise his rights and perform his or her obligations until the new term of Controller is elected and accepts the task.
- 45.2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous 03 years.
- 45.3. Members of the Control Board shall be dismissed from office in the following cases:
  - a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
  - b. Have a letter of resignation and be approved;
  - c. Other cases in accordance with the provisions of relevant laws.
- 45.4. A member of the Control Board shall be dismissed in the following cases:
  - a. Failing to complete assigned tasks and jobs;
  - b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
  - c. Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the Company's Charter;

- d. Other cases according to the resolution of the General Meeting of Shareholders.

**Article 46. Head of the Supervisory Board**

46.1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

The Head of the Supervisory Board of the Company must not be a member of the Supervisory Board or a manager of another securities company at the same time.

46.2. Rights and obligations of the Head of the Control Board:

- a. Convening a meeting of the Supervisory Board;
- b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Control Board;
- c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

**Article 47. Rights and obligations of the Control Board**

The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

- 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.
- 47.2. To be responsible to shareholders for their supervisory activities.
- 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.
- 47.4. Ensure coordination with the Board of Directors, the Board of Directors and shareholders.
- 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.
- 47.6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
- 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 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.
- 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.
- 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.
- 47.10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 48. Supervisory Board Meeting**

- 48.1. The Control Board must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
- 48.2. The Supervisory Board has the right to request members of the Board of Directors, members of the Board of Directors and representatives of the approved audit organization to attend and answer matters that need to be clarified.

#### **Article 49. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salaries, remunerations, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

- 49.1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.
- 49.2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 49.3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

### **CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

#### **Article 50. Responsibility for honesty and avoidance of conflicts of interest**

- 50.1. Members of the Board of Directors, members of the Control Board, General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
- 50.2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
- 50.3. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related

persons of such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

- 50.4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the Company's Charter.
- 50.5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.
- 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.
- 50.7. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, General Director, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:
  - a. For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Supervisory Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b. For transactions with a value greater than or equal to 35% of the total value of assets recorded in the latest financial statements or transactions resulting in transaction values arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Article 51. Liability for Damage and Compensation**

- 51.1. Members of the Board of Directors, members of the Control Board, the General Director and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their violations.
- 51.2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities.

- 51.3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases within the framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

## **CHAPTER XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS**

### **Article 52. Right to look up books and records**

- 52.1. Ordinary shareholders have the right to look up books and records, specifically as follows:
- a. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; to be granted share ownership certificates upon request; request correction of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
- 52.2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.
- 52.3. Members of the Board of Directors, members of the Supervisory Board, General Director and other executives have the right to search the Company's register of shareholders, list of shareholders, books and other records of the Company for purposes related to their positions provided that such information is kept confidential.
- 52.4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.
- 52.5. The company's charter must be published on the Company's website.

## **CHAPTER XII. EMPLOYEES AND TRADE UNIONS**

### **Article 53. Workers and trade unions**

- 53.1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline of employees and business executives.
- 53.2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards,

best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

### **CHAPTER XIII. PROFIT DISTRIBUTION**

#### **Article 54. Profit distribution**

- 54.1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.
- 54.2. The Company does not pay interest on dividend payments or payments related to a type of stock.
- 54.3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.
- 54.4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.
- 54.5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, notices or other documents.
- 54.6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

### **CHAPTER XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 55. Bank Account**

- 55.1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
- 55.2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
- 55.3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

#### **Article 56. Fiscal Year**

The Company's fiscal year starts on January 1 of each year and ends on December 31 of the calendar year. The first fiscal year starts from the date of issuance of the Certificate of Business Registration and ends on December 31 of that year.

#### **Article 57. Accounting regime**

- 57.1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.

- 57.2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
- 57.3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

## **CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES**

### **Article 58. Annual, semi-annual and quarterly financial statements**

- 58.1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
- 58.2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.
- 58.3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

### **Article 59. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

## **CHAPTER XVI. CORPORATE AUDIT**

### **Article 60. Audit**

- 60.1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.
- 60.2. The audit report is attached to the Company's annual financial statements.
- 60.3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements. Company.

## **CHAPTER XVII. SEAL OF THE ENTERPRISE**

### **Article 61. Seal of the business**

- 61.1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

- 61.2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).
- 61.3. The Board of Directors and the Board of General Directors shall use and manage the seal in accordance with current law.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 62. Dissolution of the company**

- 62.1. The company may be dissolved in the following cases:
- a. Termination of the operation term stated in the company's charter without a decision on extension;
  - b. According to the resolutions and decisions of the General Meeting of Shareholders;
  - c. The company no longer has the minimum number of shareholders as prescribed by the Law on Enterprises for a period of 06 consecutive months without carrying out procedures for converting the type of enterprise;
  - d. The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - e. Other cases as prescribed by law.
- 62.2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

### **Article 63. Extension of Operation**

- 63.1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
- 63.2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

### **Article 64. Liquidation**

- 64.1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
- 64.2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
- 64.3. The proceeds from the liquidation shall be paid in the following order:
- a. Liquidation expenses;

- b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
- c. Tax debts;
- d. Other liabilities of the Company;
- e. The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

**Article 65. Company Reorganization**

- 65.1. The company shall consolidate, merge and transform after being approved by the State Securities Commission.
- 65.2. The order and procedures for consolidation, merger and transformation shall comply with the provisions of the Law on Enterprises, the Law on Securities and relevant laws.

**XIX. SETTLEMENT OF INTERNAL DISPUTES**

**Article 66. Internal Dispute Resolution**

- 66.1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the company's charter, other legal provisions or an agreement between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Directors, the Supervisory Board, the Board of Directors or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request 30 days to appoint an independent expert to mediate the dispute resolution process.

- 66.2. In case the mediation decision is not reached within 06 weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to Arbitration or the Court.
- 66.3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

**XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

**Article 67. Company Charter**

- 67.1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
- 67.2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operations.



## CHAPTER XXI. EFFECTIVE DATE

### Article 68. Effective Date

- 68.1. This Charter consists of 21 chapters and 68 articles promulgated on June 16, 2026
- 68.2. The Charter shall be made in 02 copies, of equal validity and must be kept at the Company's head office.
- 68.3. This Charter is unique and official of the Company.
- 68.4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors./.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**NGUYEN XUAN MINH**



C.P. NỘI