

CÔNG TY CỔ PHẦN
CHỨNG KHOÁN TIÊN PHONG
TIEN PHONG SECURITIES
CORPORATION

Số: 16/2026/TPS-CBTT
No: 16/2026/TPS-CBTT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Tp. HCM, ngày 22 tháng 04 năm 2026
Ho Chi Minh City, April 22, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

- Kính gửi: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission;*
- Sở giao dịch Chứng khoán Việt Nam/ *Vietnam Stock Exchange;*
- Sở Giao dịch Chứng khoán Tp. Hồ Chí Minh/ *Ho Chi Minh City Stock Exchange;*
- Sở Giao dịch Chứng khoán Hà Nội/ *Hanoi Stock Exchange.*

1. Tên tổ chức/Name of organization: CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG ("TPS")/ *Tien Phong Securities Corporation ("TPS")*

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* ORS
- Địa chỉ/Address: Tầng 7, Tòa nhà Doji, Số 81-83-85 Hàm Nghi, Phường Sài Gòn, TP. HCM / *7th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Sai Gon Ward, HCMC.*
- Điện thoại/ Telephone: 028.39118014 Fax: 028.39118015.
- E-mail: tpbs@tpbs.com.vn

2. Nội dung thông tin công bố/Contents of disclosure:

Hiệu chỉnh Điều lệ tổ chức và hoạt động của Công ty sau Đại hội đồng cổ đông thường niên năm 2026 theo nội dung Tờ trình số 04/2026/TTr-TPS-HĐQT trong Đại hội được tổ chức tại ngày 22/04/2026 / *Amendment to the Company's Charter on Organization and Operation following the 2026 Annual General Meeting of Shareholders in accordance with Proposal No. 04/2026/TTr-TPS-HĐQT presented at the Meeting held on 22 April 2026.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 22/04/2026 tại đường dẫn /This information was published on the company's website on April 22, 2026, as in the link: <https://www.tpbs.com.vn/vi/thong-tin-tps/quan-he-co-dong/dieu-le-cong-ty/tps-cbtt-dieu-le-cong-ty-sau-dhcd-thuong-nien-2026?postId=2746>

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Nơi nhận/ Recipient:

- Như đề gửi /As submitted;
- Lưu/Archives: VT.

**TM. CÔNG TY CỔ PHẦN
CHỨNG KHOÁN TIÊN PHONG/ ON BEHALF OF TIEN
PHONG SECURITIES CORPORATION
NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ THÔNG TIN/
PERSON AUTHORIZED TO DISCLOSE INFORMATION**



NGUYỄN TRÁT MINH PHƯƠNG

Tài liệu đính kèm/ Attached documents:

- Tờ trình số 04/2026/TTr-TPS-HĐQT ngày 30/03/2026 / Proposal No. 04/2026/TTr-TPS-HĐQT dated 30 March 2026.
- Điều lệ năm 2026 đã được ĐHĐCĐTN 2026 thông qua.



TIEN PHONG SECURITIES CORPORATION

No. 04/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the amendment, supplementation, and issuance of certain documents under the authority of the General Meeting of Shareholders)

To: The General Meeting of Shareholders

Tien Phong Securities Corporation (the “Company” or “TPS”)

- Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;
- Pursuant to the Company’s Charter of Organization and Operation approved under the Resolution of the General Meeting of Shareholders No. 03/2025/NQ-DHDCDBT dated December 26, 2025 (the “Charter”);
- Pursuant to the internal governance regulations of the Company approved under the Resolution of the General Meeting of Shareholders No. 01/2024/NQ-DHDCDTN dated April 24, 2024;
- Pursuant to the regulations on the operation of the Board of Directors approved under the Resolution of the General Meeting of Shareholders No. 01/2022/NQ-DHDCDTN dated March 11, 2022;
- Considering the practical governance and management of the Company;

The Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders (“GMS”) for consideration and approval the amendment, supplementation, and issuance of certain documents within the authority of the GMS, including the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors, with the specific contents as follows:

1. Necessity for Amending, Supplementing, and Issuing New Documents

The amendment, supplementation, and issuance of the aforementioned documents aim to ensure compliance with relevant legal regulations; at the same time, to ensure consistency and uniformity between the Company’s internal document system and the provisions of law, thereby enhancing organizational and operational efficiency and meeting the Company’s governance and management requirements.

2. Detailed Contents

2.1. Amendment and Supplementation of the Charter

The amendment and supplementation of the Charter focus on updating information regarding the Company’s head office and charter capital, specifically:

- a. Amendment of the provision on the Company’s head office address in Clause 3, Article 2 of the Charter as follows:
 - Current content: “*Head office address: 7th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Saigon Ward, Ho Chi Minh City.*”
 - Amended content: “*Head office address: 12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi City.*”



- b. Supplement to “APPENDIX 01 - CHARTER CAPITAL” attached to the Charter as follows:

No	Date	Charter capital (VND)	Notes
10	29/01/2026	6,239,309,040,000	According to the amended license No. 20/GPDC-UBCK issued by the State Securities Commission on 29/01/2026, corresponding to the completion of the 2025 private placement of shares

(Detailed draft content of the Charter is attached)

2.2. Promulgation of the New Internal Regulations on Corporate Governance

The Internal Regulations on Corporate Governance are newly developed and promulgated, fully stipulating the following: the rights and authorities of the General Meeting of Shareholders (GMS); the procedures for convening and attending GMS meetings; the functions, duties, and powers of the Board of Directors (BoD), the Chairman of the BoD, and BoD members; the functions, duties, and powers of the Supervisory Board and its members; the nomination and candidacy process for BoD members and Supervisory Board members; the coordination mechanism between the BoD, the Supervisory Board, and the General Director (Executive Board); the responsibilities for providing and publicly disclosing information by BoD members, Supervisory Board members, and the Company’s management; reporting and disclosure in accordance with legal regulations; and other relevant matters.

The Internal Regulations on Corporate Governance are issued to ensure consistency and alignment with the Charter and relevant legal regulations, while also being appropriate to the Company’s operational practices and governance requirements.

(Detailed draft content of the Internal Regulations on Corporate Governance is attached)

2.3. Promulgation of the New Regulations on the Operation of the Board of Directors

The Regulations on the Operation of the Board of Directors are newly developed and promulgated, fully stipulating the organizational structure and term of office; the functions, duties, and powers of the Board of Directors, the Chairman of the Board, and Board members; procedures for convening Board meetings and obtaining opinions of Board members; the working relationship of the Board of Directors; and other related matters.

The Regulations on the Operation of the Board of Directors are issued to ensure consistency and alignment with the Charter and relevant legal regulations, while also being appropriate to the Company’s operational practices and governance requirements.

(Detailed draft content of the Regulations on the Operation of the Board of Directors is attached)

Based on the provisions of relevant laws and the above analyses and assessments, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments, supplements, and promulgation of the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of



Directors. These documents shall take effect from the date of approval at the 2026 Annual General Meeting of Shareholders.

The Board of Directors hereby submits this Proposal to the General Meeting of Shareholders for its consideration and approval.

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

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

(signed and sealed)

NGUYEN HONG QUAN





CHARTER OF ORGANIZATION AND OPERATION TIEN PHONG SECURITIES CORPORATION

April 22, 2026

TABLE OF CONTENTS

CHAPTER I.	DEFINITION	1
Article 1.	Definitions and Interpretation	1
CHAPTER II.	NAME, LEGAL FORM, HEAD OFFICE, OPERATIONAL NETWORK, TERM OF OPERATION AND LEGAL REPRESENTATIVE.....	2
Article 2.	Name, legal form, head office, operational network, term of operation.....	2
Article 3.	Legal representative.....	3
Article 4.	Responsibilities of the Company's Legal Representative.....	3
Article 5.	The Company's Seal.....	3
CHAPTER III.	SCOPE, BUSINESS OBJECTIVES AND ACTIVITIES.....	4
Article 6.	Business Scope and Operations.....	4
Article 7.	Operational Objectives	4
Article 8.	Rights and obligations of the Company.....	4
CHAPTER IV.	CHARTER CAPITAL, SHARES, SHAREHOLDERS.....	4
Article 9.	Charter capital and foreign ownership ratio	4
Article 10.	Types of Shares	4
Article 11.	Shareholders	5
Article 12.	Rights of ordinary shareholders.....	6
Article 13.	Rights of shareholders owning voting preference shares.....	7
Article 14.	Rights of shareholders owning dividend preference shares	7
Article 15.	Rights of shareholders owning refundable preference shares	7
Article 16.	Obligations of shareholders	7
Article 17.	The authorized representative of the shareholder is an organization	8
Article 18.	Register of Shareholders	8
Article 19.	Stocks, other financial products and securities	9
Article 20.	Adjustment of charter capital.....	10
Article 21.	Acquisition of shares at the request of shareholders.....	10
Article 22.	Transfer of shares.....	11
Article 23.	Bond Offering	11
CHAPTER V.	ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL.....	11
Article 24.	Principles of governance and administration	11
Article 25.	Organizational structure, governance and management control	11
SECTION 1.	GENERAL MEETING OF SHAREHOLDERS	11
Article 26.	Rights and obligations of the General Meeting of Shareholders	11
Article 27.	General Meeting of Shareholders	12
Article 28.	Convening the General Meeting of Shareholders	13
Article 29.	List of shareholders entitled to attend the General Meeting of Shareholders	14
Article 30.	Agenda and contents of the General Meeting of Shareholders.....	14
Article 31.	Invitation to the General Meeting of Shareholders.....	15
Article 32.	Exercising the right to attend the General Meeting of Shareholders.....	15
Article 33.	Conditions for conducting the General Meeting of Shareholders	16
Article 34.	Procedures for conducting meetings and voting at the General Meeting of Shareholders.....	16
Article 35.	Form of approving the resolution of the General Meeting of Shareholders	17
Article 36.	Conditions for the resolution of the General Meeting of Shareholders to be approved	18
Article 37.	Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders	18
Article 38.	Minutes of the General Meeting of Shareholders	19

Article 39.	Request to cancel the resolution of the General Meeting of Shareholders	20
Article 40.	Effect of the resolution of the General Meeting of Shareholders	20
SECTION 2.	BOARD OF DIRECTORS	20
Article 41.	Rights and obligations of the Board of Directors.....	20
Article 42.	Tenure and number of members of the Board of Directors	22
Article 43.	Criteria and conditions for membership of the Board of Directors	23
Article 44.	Candidacy and nomination of members of the Board of Directors.....	24
Article 45.	Rights and obligations of members of the Board of Directors	24
Article 46.	Chairperson of the Board of Directors.....	25
Article 47.	Board Meetings.....	26
Article 48.	Board Meeting Minutes.....	27
Article 49.	Dismissal, dismissal, replacement and addition of members of the Board of Directors.....	28
Article 50.	Remuneration, bonuses and other benefits of members of the Board of Directors.....	29
Article 51.	Subcommittees of the Board of Directors.....	29
Article 52.	Person in charge of corporate governance	29
Article 53.	Internal Audit	30
Article 54.	Risk Management	30
SECTION 3.	BOARD OF SUPERVISORS	31
Article 55.	Rights and obligations of the Board of Supervisors.....	31
Article 56.	Term of office and number of members of the Board of Supervisors	33
Article 57.	Criteria and conditions for being a member of the Board of Supervisors	33
Article 58.	Candidacy, nomination and election of members of the Board of Supervisors	34
Article 59.	Rights and obligations of members of the Board of Supervisors	34
Article 60.	Board of Supervisors Meeting	35
Article 61.	Dismissal and dismissal of members of the Board of Supervisors	35
Article 62.	Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors	35
SECTION 4.	GENERAL DIRECTORS AND OTHER EXECUTIVES.....	36
Article 63.	Organization of the executive apparatus.....	36
Article 64.	Other Executives.....	36
Article 65.	Criteria and conditions for being a General Director.....	36
Article 66.	Rights and obligations of the General Director	37
Article 67.	Internal Control Department under the Board of Directors.....	38
CHAPTER VI.	PREVENTION OF CONFLICTS OF INTEREST	39
Article 68.	Responsibility for honesty and avoidance of conflicts of interest of Company managers.....	39
Article 69.	Disclosure of related benefits.....	39
Article 70.	Dealing with the relevant person.....	40
Article 71.	Transactions with shareholders, managers of the Company and related persons of these entities	40
Article 72.	Approval of contracts and transactions between the company and related persons	41
Article 73.	Ensuring the legal rights of persons with interests related to the Company.....	42
Article 74.	Liability for Damage and Compensation.....	42
Article 75.	Right to initiate a lawsuit against members of the Board of Directors and the General Director	42
Article 76.	Disclosure of information.....	42
CHAPTER VII.	EMPLOYEES AND TRADE UNIONS.....	43

Article 77. Workers and trade unions.....	43
CHAPTER VIII. DISTRIBUTION OF PROFITS, HANDLING OF LOSSES AND SETTING UP OF RESERVE FUNDS	43
Article 78. Dividend payment.....	43
Article 79. Handling losses in business.....	43
Article 80. Setting up funds	44
CHAPTER IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME	44
Article 81. Bank Account.....	44
Article 82. Fiscal Year	44
Article 83. Accounting regime	44
CHAPTER X. REPORTING AND INFORMATION DISCLOSURE REGIME.....	44
Article 84. Submission of the Annual Report of the Board of Directors	44
Article 85. Submission of the Board of Supervisors' Annual Report	45
Article 86. Reporting mode	45
Article 87. Information Disclosure	45
Article 88. Information disclosure organization.....	46
CHAPTER XI. CORPORATE AUDIT	46
Article 89. Audit	46
CHAPTER XII. REORGANIZATION, SUSPENSION, DISSOLUTION AND BANKRUPTCY OF THE COMPANY	46
Article 90. Company Reorganization	47
Article 91. Suspension	47
Article 92. Dissolution of the Company	47
Article 93. Liquidation of assets	47
Article 94. Company Bankruptcy	48
CHAPTER XIII. INTERNAL DISPUTE RESOLUTION	48
Article 95. Internal Dispute Resolution.....	48
CHAPTER XIV. IMPLEMENTATION PROVISIONS	48
Article 96. Amendments and supplements to the Charter	48
Article 97. Effective Date	48
APPENDIX 01 - CHARTER CAPITAL.....	50

LEGAL BASIS

1. Laws on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and documents guiding, amending and supplementing its implementation (**LOE 2020**);
2. Laws on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, and documents guiding, amending and supplementing its implementation (**LOS 2019**);
3. Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Laws on Securities, and Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP (as amended and supplemented) (**Decree 155/2020/ND-CP**);
4. Decree No. 99/2016/ND-CP dated 01 July 2016 of the Government on the management and use of seals;
5. Circular No. 91/2020/TT-BTC dated 13 November 2020 of the Ministry of Finance providing for financial prudential ratios and measures for handling securities companies that fail to meet such ratios, and Circular No. 102/2025/TT-BTC dated 29 October 2025 amending and supplementing a number of articles of Circular No. 91/2020/TT-BTC (as amended and supplemented) (**Circular 91/2020/TT-BTC**);
6. Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding corporate governance applicable to public companies pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government (**Circular 116/2020/TT-BTC**);
7. Circular No. 121/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing for the operation of securities companies (as amended and supplemented) (**Circular 121/2020/TT-BTC**);
8. Circular No. 96/2020/TT-BTC dated 16 November 2020 of the Ministry of Finance guiding information disclosure on the securities market (as amended and supplemented) (**Circular 96/2020/TT-BTC**);
9. Circular No. 48/2019/TT-BTC dated 08 August 2019 of the Ministry of Finance guiding the provisioning for inventory devaluation, investment losses, bad debts, and warranties for products, goods, services and construction works at enterprises, and Circular No. 24/2022/TT-BTC dated 07 April 2022 amending and supplementing a number of articles thereof (as amended and supplemented) (**Circular 48/2019/TT-BTC**);
10. Circular No. 135/2025/TT-BTC dated December 26, 2025 of the Ministry of Finance on securities practice ("**Circular 135/2025/TT-BTC**").

CHARTER OF ORGANIZATION AND OPERATION
TIEN PHONG SECURITIES CORPORATION
CHAPTER I. DEFINITION

Article 1. Definitions and Interpretation

1. In this Charter, the following terms shall have the meanings set forth below:
- a. **"Company"** means Tien Phong Securities Corporation.
 - b. **"Establishment and Operation License"** means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission for the first time on December 29, 2006, to Phuong Dong Securities Joint Stock Company (the former name of the Company), as amended and supplemented from time to time.
 - c. **"Enterprise Registration Certificate"** means the Company's Enterprise Registration Certificate with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, as amended and supplemented from time to time.
 - d. **"Charter Capital"** means the charter capital of the Company as specified in Article 9 of the Charter.
 - e. **"Shareholder"** means an individual or organization owning at least one share of the Company¹.
 - f. **"Major shareholder"** means a shareholder owning 5% or more of the Company's voting shares².
 - g. **"Dividend"** means the after-tax profit paid for each share in cash or other assets³.
 - h. **"Company Manager"** or **"Manager"** means the Company's manager, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director⁴.
 - i. **"Internal persons"** or **"Insiders"** include the Chairperson of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officers, Chief Accountants; Head of the Board of Supervisors and members of the Board of Supervisors; Company Secretary, Person in charge of corporate governance, Person authorized to disclose information.
 - j. **"Executive Board"** means the General Director, Deputy General Director(s), Director/Head of Divisions and equivalent, Chief Accountant and other personnel as decided by the General Director from time to time in accordance with applicable laws, the Charter and internal regulations of the Company.
 - k. **"Related person"** means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 46, Article 4 of the Laws on Securities.
 - l. **"Persons with family relations"** means persons having relationships as prescribed in Clause 22, Article 4 of the Laws on Enterprises.
 - m. **"Foreign ownership ratio"** means the total share ownership ratio to charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% of the charter capital of such economic organizations.
 - n. **"Laws on Enterprises"** means the Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.

¹ Clause 3, Article 4 of the LOE 2020

² Clause 18, Article 4 of the LOS 2019

³ Clause 5 Article 4 LOE 2020

⁴ Clause 24, Article 4 of the LOE 2020

Article 3. Legal representative⁵

1. The Company's legal representative is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons with interests, related obligations before the Arbitrator and the Court and the exercise of other rights and obligations as prescribed by laws.
2. The Company has 01 (one) legal representative who is the General Director. The appointment and dismissal of the Legal Representative and/or the signing of contracts, termination of contracts for the General Director to change the Legal Representative of the Company from time to time shall be decided by the Board of Directors, unless otherwise required by law.
3. The legal representative of the Company must reside in Vietnam. When leaving Vietnam, they must authorize in writing another individual who is a Manager or an internal person of the Company residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative shall still be responsible for the performance of the authorized rights and obligations.
4. Upon the expiration of the authorization period under Clause 3 of this Article, the Legal Representative of the Company has not returned to Vietnam and has no other authorization, the authorized person specified in Clause 3 above shall continue to exercise the rights and obligations of the Legal Representative of the Company within the scope of authorization until when 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 Company.
5. In case the Legal Representative of the Company is absent from Vietnam for more than 30 (thirty) days without authorizing another person to perform the rights and obligations of the Legal Representative of the Company or in case the Legal Representative dies or goes missing, are being examined for penal liability, are temporarily detained, are serving imprisonment sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions, are restricted or have lost their civil act capacity, have cognitive difficulties, control of behavior, prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, the Board of Directors shall appoint/appoint another person as the Company's legal representative.

Article 4. Responsibilities of the Company's Legal Representative⁶

1. The Company's legal representative has the following responsibilities:
 - a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;
 - b. Loyal to the interests of the Company; not abusing their positions and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals;
 - c. Promptly, fully and accurately notify the Company of the enterprise that he/she or his/her related person owns or has shares or capital contributions in accordance with the provisions of laws.
2. The legal representative of the Company shall be personally responsible in accordance with the provisions of laws for damage to the Company due to the breach of responsibilities specified in Clause 1 of this Article.

Article 5. The Company's Seal

1. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices (if any).
2. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

⁵ Article 12 of the LOE 2020 and Article 182 of Decree 155/2020/ND-CP

⁶ Article 13 LOE 2020

CHAPTER III. SCOPE, BUSINESS OBJECTIVES AND ACTIVITIES

Article 6. Business Scope and Operations⁷

1. The Company is allowed to conduct all activities under the business operations licensed by the State Securities Commission including:
 - a. Securities brokerage;
 - b. Proprietary trading of securities;
 - c. Underwriting the issuance of securities;
 - d. Securities investment consulting.
2. In addition to securities trading operations specified in Clause 1 of this Article, the Company is allowed to provide securities and financial products and services and/or carry out activities in other business lines in accordance with the provisions of laws from time to time.

Article 7. Operational Objectives

The Company's operational objectives are:

1. Providing customers with quality securities and financial products and services.
2. Becoming one of the leading securities companies in the Vietnamese market.
3. Create conditions and a professional working environment for talents to develop, improve the welfare of employees.
4. Maximizing the value of shares and benefits for shareholders.
5. Contributing to the development of Vietnam's stock market.

Article 8. Rights and obligations of the Company

The Company has all the rights and obligations of enterprises and securities companies in accordance with the provisions of current laws, including the Laws on Enterprises, the Laws on Securities and other relevant laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 9. Charter capital and foreign ownership ratio

1. The Company's charter capital is divided into many equal parts called shares, the par value is 10,000 VND/share (ten thousand Viet Nam Dong per share).
2. The Company's charter capital is the total par value of all types of shares sold⁸, which must be guaranteed not to be lower than the minimum charter capital as prescribed by laws. The Company carries out registration procedures with the competent State agency to record the Company's Charter Capital at each time on the Establishment and Operation License and/or Enterprise Registration Certificate in accordance with the provisions of laws.
3. The Company may change the increase or decrease of the Charter Capital when approved by the General Meeting of Shareholders in accordance with the provisions of laws and the Charter⁹ (refer to the information on the increase of the Company's Charter Capital updated in Appendix 01 - Charter Capital attached to the Charter).
4. The foreign ownership rate in the Company is 49% (forty-nine percent).¹⁰

Article 10. Types of Shares¹¹

1. The Company's shares are of the ordinary share type only on the date of adoption of this Charter. The owner of ordinary shares is an ordinary shareholder.

⁷ Articles 72, 86 of the LOS 2019

⁸ Clause 1 Article 112 LOE 2020

⁹ Clause 2, Article 6 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹⁰ Clause 1 Article 77 of the LOS 2019

¹¹ Article 114 LOE 2020

2. From time to time, in addition to ordinary shares, the Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders in accordance with the provisions of laws. Preferred shares include the following types:
 - a. Dividend preference shares;
 - b. Redeemable Preferred Shares;
 - c. Voting preference shares;
 - d. Other preference shares: according to the provisions of the preference share issuance plan approved by the General Meeting of Shareholders in accordance with the provisions of laws.
3. Characteristics of the types of preferred shares:
 - a. Voting preference shares are ordinary shares with more voting votes than other ordinary shares; the number of voting votes of a voting preference share shall be decided by the General Meeting of Shareholders. Only organizations authorized by the Government are entitled to hold voting preference shares. Voting rights and the duration of voting preference for voting preference shares held by organizations authorized by the Government shall be decided by the General Meeting of Shareholders. After the voting preference period, the voting preference shares shall be converted into ordinary shares¹²;
 - b. Dividend preference shares are shares that are paid dividends at a higher rate than the dividends of ordinary shares or a stable annual rate. Dividends are distributed annually, including fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. The specific fixed dividend level and the method of determining the bonus dividend are inscribed on the shares of the dividend preference shares¹³;
 - c. Refundable preference shares are shares that are refunded by the Company at the request of the owner or according to the conditions stated in the shares of the refundable preference shares and the Charter (if any).¹⁴
4. The person entitled to purchase dividend preference shares, refundable preference shares and other preference shares shall be decided by the General Meeting of Shareholders when implementing the plan to issue additional shares.
5. Each share of the same type gives the holder of that share equal rights, obligations and benefits.
6. Ordinary shares cannot be converted into preferred shares. Preferred shares may be converted into ordinary shares according to the resolution of the General Meeting of Shareholders.
7. Ordinary shares used as underlying assets for the issuance of non-voting depository certificates (if any) are called basic ordinary shares. Non-voting depository certificates have economic interests and obligations corresponding to the grassroots ordinary shares, except for voting rights.
8. The Company may issue other securities when approved by the General Meeting of Shareholders or the Board of Directors, as the case may be, in accordance with the provisions of laws and the Charter.

Article 11. Shareholders¹⁵

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own in the Company.
2. Shareholders who own 10% or more of the Charter Capital must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders.

¹² Clause 1 Article 116 LOE 2020

¹³ Clause 1, Article 117 of the LOE 2020

¹⁴ Clause 1 Article 118 LOE 2020

¹⁵ Article 6 of Circular 121/2020/TT-BTC

3. Shareholders owning 10% or more of the Charter Capital must fully notify the Company within 24 (twenty-four) hours from the receipt of the information in the following cases:
 - a. The number of shares 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.
4. The Company must report to the State Securities Commission on the cases specified in Clause 3 of this Article within 05 (five) days from the date of receipt of the shareholder's notice.
5. A shareholder owns 10% or more of the Charter Capital and a related person of such shareholder does not own more than 5% of the Charter Capital of another securities company¹⁶.
6. Shareholders who are foreign investors must meet the conditions specified in Article 77 of the Laws on Securities¹⁷.

Article 12. Rights of ordinary shareholders¹⁸

1. Ordinary shareholders have the following rights:
 - a. Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms of voting as prescribed by laws and the Charter (if any). Each ordinary share has 01 (one) vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Priority shall be given to the purchase of newly offered shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company in accordance with the share offering plan and/or the plan to increase the charter capital approved by the General Meeting of Shareholders;
 - d. Freely transfer their shares to others, except for the case of restriction of transfer in accordance with the provisions of laws and the Charter and/or under the conditions specified in the shares of the corresponding shares (if any);
 - e. Review, look up and extract information about names and contacts in the list of shareholders with voting rights; request correction of their inaccurate information;
 - f. Review, lookup, extract or copy the Charter, Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
 - h. Other rights as prescribed by laws and the Charter (if any).
2. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the following rights:
 - a. Reviewing, looking up and extracting minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
 - b. Request to convene a meeting of the General Meeting of Shareholders in the case specified in Clause 3 of this Article;
 - c. Request the Board of Supervisors 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 contents specified at Point c, Clause 2, Article 115 of the Laws on Enterprises;
 - d. Other rights as prescribed by laws and the Charter (if any).

¹⁶ Point c, Clause 2, Article 74 of the LOS 2019

¹⁷ Point d, Clause 2, Article 74 of the LOS 2019

¹⁸ Article 115 LOE 2020

3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares may request the convening of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority;
 - b. Other cases as prescribed by the Charter and the provisions of laws (if any).
4. The request for convening the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the contents specified in Clause 4, Article 115 of the Laws on Enterprises. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the extent of the violation or the decision beyond its competence. Shareholders or groups of shareholders shall take full responsibility before laws for the accuracy and truthfulness of documents and evidences provided to the Company and competent agencies when requesting the convening of the General Meeting of Shareholders.
5. Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate persons to the Board of Directors or the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be carried out in accordance with the Election Regulations and/or the approval of the General Meeting of Shareholders on a case-by-case basis.

Article 13. Rights of shareholders owning voting preference shares¹⁹

1. Vote on issues under the jurisdiction of the General Meeting of Shareholders with the number of votes as prescribed at Point a, Clause 3, Article 10 of the Charter.
2. Other rights as ordinary shareholders, except for the right to transfer voting preference shares to other persons, except for the case of transfer under legally effective judgments or decisions of the Court or inheritance.

Article 14. Rights of shareholders owning dividend preference shares²⁰

1. Receive dividends as prescribed at Point b, Clause 3, Article 10 of the Charter.
2. Receive the remaining assets corresponding to the percentage of share ownership in the Company, after the Company has paid off all debts and preferential shares refunded when the Company dissolves or goes bankrupt.
3. Other rights as ordinary shareholders, except for the case specified in Clause 4 of this Article.
4. Shareholders owning dividend preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Board of Supervisors, except for the case specified in Clause 6, Article 148 of the Laws on Enterprises.

Article 15. Rights of shareholders owning refundable preference shares²¹

1. The Company shall be refunded the contributed capital according to the provisions of Point c, Clause 3, Article 10 of the Charter.
2. Other rights as ordinary shareholders, except for the case specified in Clause 3 of this Article.
3. Shareholders owning refundable preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Board of Supervisors, except for the cases specified in Clause 5, Article 114 and Clause 6, Article 148 of the Laws on Enterprises.

Article 16. Obligations of shareholders²²

1. Pay in full and on time the amount of shares committed to buy. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

¹⁹ Article 116 of the LOE 2020

²⁰ Article 117 of the LOE 2020

²¹ Article 118 LOE 2020

²² Article 119 LOE 2020

2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of being repurchased by the Company or another person in accordance with the provisions of laws. In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and the damages incurred.
3. Comply with the Company's Charter and Internal Regulations on corporate governance.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Confidentiality of information provided by the Company in accordance with the provisions of laws and the Charter; 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.
6. Perform other obligations as prescribed by laws and the Charter (if any).

Article 17. The authorized representative of the shareholder is an organization²³

1. The authorized representative of an organizational shareholder must be an individual authorized in writing and perform the rights and obligations in accordance with laws on behalf of such shareholder.
2. An organization that is a shareholder of the Company that owns at least 10% of the total ordinary shares may authorize a maximum of 03 (three) representatives.
3. In case the shareholder is an organization appointing more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder being an organization does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
4. The appointment of an authorized representative must be in writing, must be notified to the Company and shall be effective only for the Company from the date of receipt of the written notice by the Company. The authorization document must contain the main contents as prescribed in Clause 4, Article 14 of the Laws on Enterprises.
5. The authorized representative must meet the criteria and conditions specified in Clause 5, Article 14 of the Laws on Enterprises.
6. Responsibilities of the authorized representative of shareholders being organizations²⁴:
 - a. The authorized representative on behalf of the shareholder shall perform the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with laws. All restrictions of shareholders on authorized representatives in exercising the rights and obligations of the corresponding shareholders at the General Meeting of Shareholders are not effective for third parties;
 - b. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; to exercise the authorized rights and obligations in an honest, prudent and best manner, to protect the legitimate interests of the authorized shareholders;
 - c. The authorized representative shall be responsible to the authorized shareholders for the violation of the obligations specified in this Article. The authorized shareholder shall be liable to the third party for liabilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 18. Register of Shareholders²⁵

1. The Company must prepare and manage the Register of Shareholders/List of Shareholders from the date of issuance of the Establishment and Operation License. The shareholder

²³ Article 14 LOE 2020

²⁴ Article 15 LOE 2020

²⁵ Article 122 LOE 2020

register/shareholder list can be a paper document, an electronic data set recording information about the shareholders of the Company or both.

2. The register of shareholders/list of shareholders must ensure the main contents as prescribed in Clause 2, Article 122 of the Laws on Enterprises or regulations of other organizations with the function of managing the register of shareholders/list of shareholders.
3. The register of shareholders/list of shareholders shall be kept at the head office of the Company or other organizations with the function of managing the register of shareholders/list of shareholders. Shareholders have the right to check, look up or extract, copy the names and contact addresses of the Company's shareholders in the Register of Shareholders/List of Shareholders during working hours of the Company or other organizations with the function of managing the Register of Shareholders/List of Shareholders.
4. In case the shareholder changes his or her contact address, he or she must promptly notify the Company or other functional organizations to update it in the Register of Shareholders/List of Shareholders. The Company is not responsible for the failure to contact shareholders due to the failure to notify shareholders of the change of contact address.
5. The Company must promptly update the change of shareholders in the Register of Shareholders/list of shareholders at the request of relevant shareholders in accordance with the provisions of laws.

Article 19. Stocks, other financial products and securities

1. Stock²⁶:
 - a. Shares are securities that confirm the legal rights and interests of the owner to a part of the Company's share capital. Stocks must have all the main contents as prescribed in Clause 1, Article 121 of the Laws on Enterprises.
 - b. In case there is an error in the content and form of shares issued by the Company, the rights and interests of the owner of such shares are not affected. The Company's legal representative is responsible for damages caused by such errors.
 - c. 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:
 - (i) Information about shares that have been lost, damaged or otherwise destroyed;
 - (ii) Commit to take responsibility for disputes arising from the re-issuance of new shares.
2. Secured Warrants:
 - a. Secured Warrant means a type of security with collateral issued by the Company, which allows the holder to purchase (call warrant) or to sell (sell warrant) 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 execution²⁷.
 - b. The warrant holder is a partially secured creditor of the Company and has the rights and obligations prescribed by laws, the prospectus when offering warrants (including but not limited to the rights to receive cash payment or receive the transfer of the underlying securities; the right to transfer, donation, inheritance, pledge, mortgage, etc.).
3. Financial products²⁸: The Company may offer financial products and perform all related operations in accordance with the provisions of laws and the approval of the State Securities Commission from time to time.
4. Other securities: The certificate of ownership of bonds or other securities of the Company is issued with the signature of the Legal Representative of the Company or a person duly

²⁶ Article 121 of the LOE 2020

²⁷ Clause 6, Article 4 of the LOS 2019

²⁸ Clause 2, Article 86 of the LOS 2019, Article 202 of Decree 155/2020/ND-CP

authorized by the Legal Representative of the Company and the Company's seal or issued in electronic form in accordance with the provisions of laws from time to time²⁹.

Article 20. Adjustment of charter capital

1. Increase of Charter Capital³⁰: After officially conducting securities trading activities, according to the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with the provisions of relevant laws, the Company may increase the Charter Capital in the following forms:
 - a. Additional public offering of securities: additional public offering of shares or issuance of share purchase rights to existing shareholders;
 - b. Private placement of shares;
 - c. Offering and issuing shares in other forms leading to an increase in charter capital: issuance of shares to pay dividends; issuance of shares to increase share capital from equity; issuance of shares under the option program for employees; issuance of shares for conversion of convertible bonds; issuance of shares to exercise the rights of warrants;
 - d. Other forms as prescribed by laws (if any).
2. Reduction of charter capital³¹:
 - a. Subject to the approval of the State Securities Commission in accordance with relevant laws, the Company may reduce the Charter Capital in the following forms:
 - (i) Redemption of shares to reduce charter capital in accordance with the provisions of Article 36 of the Laws on Securities;
 - (ii) Redemption of shares at the request of shareholders specified in Article 21 of the Charter;
 - (iii) Other forms as prescribed by laws (if any).
 - b. The Company shall reduce the Charter Capital in accordance with the provisions of the Laws on Enterprises and the Laws on Securities and meet the following conditions:
 - (i) The reduced equity must not be lower than the minimum charter capital as prescribed by the laws on securities;
 - (ii) The ratio of available capital after capital reduction is at least 180%;
 - (iii) Capital reductions must be at least 12 (twelve) months apart;
 - (iv) Satisfying the conditions for redemption of their own shares specified in Article 36 of the Laws on Securities;
 - (v) Meet the regulations on foreign ownership ratio in accordance with the laws on securities.
3. The order and procedures for increasing and decreasing charter capital in each case shall be implemented accordingly in accordance with relevant laws.
4. After completing the increase or decrease of Charter Capital, the Company shall carry out the procedures for adjusting (i) the License for establishment and operation of securities business and (ii) the Company's Enterprise Registration Certificate in accordance with relevant laws.

Article 21. Acquisition of shares at the request of shareholders³²

When fully meeting the ratios, conditions, forms and procedures for share redemption... according to the provisions of relevant laws, the redemption of shares at the request of shareholders may be carried out by the Company in accordance with the following provisions:

1. Shareholders who vote not to pass the resolution on the reorganization of the Company or change the rights and obligations of shareholders specified in the Charter have the right to

²⁹ Article 8 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

³⁰ Article 187 of Decree 155/2020/ND-CP

³¹ Clause 5, Article 112 of the LOE 2020, Article 36 of the LOE 2019 and Article 188 of Decree 155/2020/ND-CP

³² Article 132 of the LOE 2020

request the Company to repurchase their shares. The request for share repurchase must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended sale price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

2. The Company must repurchase shares at the request of shareholders in the above case at the market price within 90 (ninety) days from the date of receipt of the shareholder's request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The Company introduces at least 03 (three) valuation organizations for shareholders to choose and that selection is the final decision.

Article 22. Transfer of shares³³

1. The Company's shares are freely transferable, except for cases where transfer is restricted in accordance with the provisions of the Laws on Enterprises, the Laws on Securities, the Charter and/or specified in the shares of the respective shares.
2. The transfer of shares of the Company shall be carried out in the form of transactions on the securities market with the order and procedures for transfer in accordance with the provisions of the laws on securities.

Article 23. Bond Offering³⁴

1. The Company has the right to issue bonds, convertible bonds and other types of bonds in the form of private placement or public issuance in accordance with the provisions of laws.
2. The plan for private placement of convertible bonds and private placement of bonds with warrants must be approved by the General Meeting of Shareholders.
3. The plan for offering non-convertible bonds without warrants must be approved by the Board of Directors.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 24. Principles of governance and administration³⁵

1. The Company must comply with the provisions of the Laws on Securities, the Laws on Enterprise and relevant laws on corporate governance.
2. The Company has the responsibility to be honest with customers, not to infringe on their property, other legitimate rights and interests.
3. The Company must clearly delineate the responsibilities of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the General Director in accordance with the Laws on Securities, the Laws on Enterprise and relevant laws.
4. Other principles as prescribed by laws and the Charter (if any).

Article 25. Organizational structure, governance and management control³⁶

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

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

SECTION 1. GENERAL MEETING OF SHAREHOLDERS

Article 26. Rights and obligations of the General Meeting of Shareholders³⁷

³³ Article 127 LOE 2020

³⁴ Clause 2, Article 13 of Decree 153/2020/ND-CP

³⁵ Article 3 of Circular 121/2020/TT-BTC

³⁶ Article 137 of the LOE 2020 and Article 11 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

³⁷ Article 138 of the LOE 2020

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. 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. Electing, dismissing and dismissing members of the Board of Directors and members of the Board of Supervisors;
 - d. Through investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest audited financial statements;
 - e. Decision on amendments and supplements to the Charter;
 - f. Approve audited annual financial statements;
 - g. Consider and handle violations of members of the Board of Directors and Supervisors that cause damage to the Company and the Company's shareholders;
 - h. Decision on reorganization and dissolution of the Company;
 - i. Decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - j. Approving the Internal Regulation on Corporate Governance; Operation Regulations of the Board of Directors; Operation Regulations of the Board of Supervisors;
 - k. Approving the list of independent auditing firms; decide on an independent audit firm to inspect the Company's operations, dismiss or dismiss independent auditors when deeming it necessary;
 - l. Other rights and obligations as prescribed by relevant laws and the Charter (if any).

Article 27. General Meeting of Shareholders³⁸

1. The annual General Meeting of Shareholders is held 01 time/year (once a year). In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The General Meeting of Shareholders can be held simultaneously at multiple locations. The meeting place of the General Meeting of Shareholders is determined to be the place where the Chairperson attends the meeting and must be in the territory of Vietnam.
2. The General Meeting of Shareholders must meet annually within 04 (four) months from the end of the fiscal year. In case it is not possible to hold the meeting within the above time limit, the Board of Directors has the right to decide to extend the time limit for organizing the Annual General Meeting of Shareholders. The Company must report to the State Securities Commission in writing, clearly stating the reason and must hold the Annual General Meeting of Shareholders within the next 02 (two) months³⁹.
3. The Annual General Meeting of Shareholders discusses and approves the following issues:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d. Report of the Board of Supervisors on the business results of the Company, on the performance of the Board of Directors, the General Director;
 - e. Report on the self-assessment of the performance of the Board of Supervisors and the Supervisor;
 - f. Dividend level for each share of each type;

³⁸ Article 139 LOE 2020

³⁹ Clause 2, Article 7 of Circular 121/2020/TT-BTC

- g. Other matters fall under the jurisdiction of the General Meeting of Shareholders (if any).

Article 28. Convening the General Meeting of Shareholders⁴⁰

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the 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 Board of Supervisors is less than the minimum number of members as prescribed by laws;
 - c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by laws and the Charter (if any).
2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date of occurrence of the case specified at Point b, Clause 1 of this Article or receive a request to convene a meeting specified at Points c and d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors must compensate the Company for damage incurred due to the failure to convene the General Meeting of Shareholders as prescribed in this Article.
3. In case the Board of Directors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 (thirty) days, the Board of Supervisors shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Laws on Enterprises and the Charter. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for damages incurred due to the failure to convene the General Meeting of Shareholders as prescribed in this Article.
4. In case the Board of Supervisors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to represent the Company to convene the General Meeting of Shareholders in accordance with the provisions of the Laws on Enterprises and the Charter.
5. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Make a list of shareholders entitled to attend the meeting;
 - b. Providing information and settling complaints related to the list of shareholders;
 - c. Preparation of meeting agendas and contents;
 - d. Prepare documents for the meeting;
 - e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Directors and Supervisors;
 - f. Determine the time and place of the meeting, the form of organization of the meeting;
 - g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Laws on Enterprises and the Charter;
 - h. Other tasks for the meeting.
6. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting

⁴⁰ Article 140 LOE 2020



(if any); in case of force majeure, members of the Board of Directors and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors⁴¹.

7. 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 Shareholders⁴².
8. All expenses for convening and conducting the General Meeting of Shareholders under this Article will be refunded by the Company on the basis of valid and complete documents. The cost of convening and conducting this General Meeting of Shareholders does not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 29. List of shareholders entitled to attend the General Meeting of Shareholders⁴³

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the Register of Shareholders/list of shareholders of the Company. The Company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date⁴⁴. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, contact address, nationality, and 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 of the shareholder being the organization; the number of shares of each type, the number and date of registration of shareholders of each shareholder.
3. Shareholders have the right to check, look up, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's manager must promptly provide information in the Register of Shareholders/list of shareholders, amend and supplement false information at the request of shareholders; to be responsible for compensation for damage arising from failure to provide or to provide timely and inaccurate information on the Register of Shareholders/list of shareholders as requested. The order and procedures for requesting the provision of information in the shareholder register/shareholder list shall comply with the provisions of the Charter.

Article 30. Agenda and contents of the General Meeting of Shareholders⁴⁵

1. The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.
2. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the 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 sent to the Company at least 03 (three) 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, and the issue proposed to be included in the meeting agenda.
3. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 2 of this Article, at least 02 (two) working days before the opening date of the General Meeting of Shareholders, he must reply in writing and clearly state the reason. The convener

⁴¹ Clause 4, Article 273 of Decree 155/2020/ND-CP

⁴² Clause 4, Article 273 of Decree 155/2020/ND-CP

⁴³ Article 141 LOE 2020

⁴⁴ Clause 1, Article 273 of Decree 155/2020/ND-CP; Point b, Clause 4, Article 11 of Circular 96/2020/TT-BTC

⁴⁵ Article 142 of the LOE 2020

of the General Meeting of Shareholders has the right to reject the petition if it falls into one of the following cases:

- a. The petition is sent in contravention of the provisions of Clause 2 of this Article;
 - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Charter;
 - c. The issue of recommendations is not under the jurisdiction of the General Meeting of Shareholders.
4. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 3 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 31. Invitation to the General Meeting of Shareholders⁴⁶

1. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date. 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.
2. The notice of invitation to the meeting shall be sent by the method to ensure that the contact address of the shareholders is reached and posted on the Company's website; in case the Company deems it necessary, it shall publish in the central or local daily newspaper.
3. The notice of invitation to the meeting must be enclosed with the following documents:
 - a. The meeting agenda, documents used in the meeting and the draft resolution for each issue in the meeting agenda;
 - b. Voting slips.
4. The sending of meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting on the Company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

Article 32. Exercising the right to attend the General Meeting of Shareholders⁴⁷

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize in writing one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3 of this Article.
2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders shall comply with the provisions of civil laws and must be made in writing, which must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, and the name of the authorized shareholder. Authorization contents, scope of authorization, authorization duration, signatures of the authorizing party and the authorized party. Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the attendees must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).
3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorize other individuals and organizations to attend and vote at meetings;

⁴⁶ Article 143 of the LOE 2020

⁴⁷ Article 144 of the LOE 2020

- c. Attending and voting through online conferences;
- d. Participate in voting through the electronic voting system;
- e. Send the vote to the meeting by mail, fax, email or other forms as prescribed by laws and the Charter (if any).

Article 33. Conditions for conducting the General Meeting of Shareholders⁴⁸

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.
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 must be sent within 30 (thirty) days from the date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total votes.
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 (twenty) days from the date of the planned second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.
4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda which has been sent together with the notice of invitation to the meeting specified in Article 30 of the Charter.

Article 34. Procedures for conducting meetings and voting at the General Meeting of Shareholders⁴⁹

The format of meeting and voting at the General Meeting of Shareholders is conducted as follows:

1. Before the opening of the meeting, it is necessary to register shareholders to attend the General Meeting of Shareholders.
2. The election of the Chairperson, Secretary and Vote Counting Committee of the General Meeting of Shareholders is prescribed as follows:
 - a. The Chairperson of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over meetings of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson of the Board of Directors 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 a person to be the Chairperson, the Head of the Board of Supervisors shall allow the General Meeting of Shareholders to elect the Chairperson of the meeting and the person with the highest number of votes to be the Chairperson of the meeting;
 - b. Except for the case specified at Point a of this Clause, the signatories 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 to chair the meeting;
 - c. The chairperson 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 Chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must determine the time for each issue in the meeting agenda.
4. The Chairperson has the right to take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

⁴⁸ Article 145 LOE 2020

⁴⁹ Article 146 LOE 2020

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 vote counting shall be announced by the Chairperson or the person assigned by the Chairperson immediately before the closing of the meeting.
6. Shareholders or authorized persons who attend the meeting after the meeting has opened are still registered and have the right to participate and vote immediately after registration. In this case, the validity of the previously voted contents does not change.
7. The convener or chairperson 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 Chairperson, 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.
8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 (three) 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.
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.
10. In addition to organizing the General Meeting of Shareholders in the traditional form in accordance with the provisions of this Charter, the General Meeting of Shareholders may be held online depending on the decision of the convener of the General Meeting of Shareholders in each specific case.

Online General Meeting of Shareholders is a form of organizing a General Meeting of Shareholders using electronic means to transmit images, sounds, and data through the Internet, allowing shareholders in many different locations to monitor the progress of the meeting, participate in discussions and vote on the issues of the meeting.

The convener of the General Meeting of Shareholders is responsible for implementing procedures and tasks related to the organization of the online General Meeting of Shareholders in accordance with the provisions of laws and the relevant internal regulations of the Company.

Article 35. Form of approving the resolution of the General Meeting of Shareholders⁵⁰

1. The General Meeting of Shareholders may approve all matters under its jurisdiction by voting at the meeting or collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the matters specified at Points a, b, c, d, e, f, Clause 3, Article 27 of this Charter must be adopted at the Annual General Meeting of Shareholders.
3. The competence and mode of collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall comply with the provisions of Article 37 of the Charter.

⁵⁰ Article 147 LOE 2020

Article 36. Conditions for the resolution of the General Meeting of Shareholders to be approved⁵¹

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 of this Article:
 - a. Change of charter capital, 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 specified in Article 25 of the Charter;
 - d. Approving the issue specified at Point d, Clause 2, Article 26 of the Charter;
 - e. Reorganization and dissolution of the Company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.
3. The voting for the election of members of the Board of Directors and the Board of Supervisors must be carried out by the method of cumulative voting, whereby:
 - a. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and the shareholders have the right to put all or part of their total votes to one or several candidates;
 - b. The winner of the election of a member of the Board of Directors or the Board of Supervisors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members to be elected at each time;
 - c. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the Election Regulations and/or as approved by the General Meeting of Shareholders in the on a case-by-case basis.
4. In case of adoption of a resolution in the form of a written opinion, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote, except for the cases specified in Clauses 3 and 6 of this Article.
5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is passed. The submission of the resolution may be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of adoption of the resolution of the General Meeting of Shareholders.
6. 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 it is 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 is 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.

Article 37. Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders⁵²

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:

⁵¹ Article 148 of the LOE 2020

⁵² Article 149 LOE 2020

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, except for the case specified in Clause 2, Article 35 of the Charter.
2. The Company must disclose information about the expected last registration date for exercising the rights of existing shareholders at least 10 (ten) days before the expected last registration date⁵³. The Board of Directors shall 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 (ten) days before the deadline for returning the opinion poll. The making of the list of shareholders to send opinion polls shall comply with the provisions of Clause 1 and Clause 2, Article 29 of the Charter. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Article 31 of the Charter.
3. The opinion poll must include the main contents specified in Clause 3, Article 149 of the Laws on Enterprises.
4. Shareholders may send the answered opinion poll to the Company by mail, fax, email or electronic voting according to the following provisions:
 - a. In case of sending a letter: The replied opinion poll must be signed by the individual shareholder, 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. In case of sending opinions through the electronic voting system: Comply with the regulations on electronic voting applied by the Company from time to time;
 - d. Opinion polls sent to the Company after the time limit specified in the opinion poll or have been opened in the case of sending letters and disclosed in case of fax or e-mail are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors organizes the vote counting and makes a record of vote counting under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions of the Company. The vote counting record must include the main contents specified in Clause 5, Article 149 of the Laws on Enterprises.
 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.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 (twenty-four) hours from the end of the vote counting.
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.
8. 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 38. Minutes of the General Meeting of Shareholders⁵⁴

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 must include the main contents specified in Clause 1, Article 150 of the Laws on Enterprises.

⁵³ Point a, Clause 4, Article 11 of Circular 96/2020/TT-BTC

⁵⁴ Article 150 LOE 2020

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 has all the contents as prescribed in Clause 1, Article 150 of the Laws on Enterprises. The minutes of the meeting clearly state the refusal of the Chairperson or Secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
3. 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.
4. 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.
5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days from the end of the meeting. The sending of the minutes of the meeting may be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of adoption of the resolution of the General Meeting of Shareholders.
6. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the approved resolution and relevant documents enclosed with the notice of invitation to the meeting must be kept at the head office of the Company.

Article 39. Request to cancel the resolution of the General Meeting of Shareholders⁵⁵

Within 90 (ninety) days from the date on which the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders are sent to shareholders or posted on the Company's website, shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter may request the Court or the Arbitrator shall consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing a decision of the General Meeting of Shareholders in serious violation of the provisions of the Laws on Enterprises and the Charter, except for the case specified in Clause 2, Article 40 of this Charter.
2. The content of the resolution violates the laws or the Charter.

Article 40. Effect of the resolution of the General Meeting of Shareholders⁵⁶

1. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective time stated in such resolution.
2. The resolution of the General Meeting of Shareholders passed by 100% of the total number of voting shares is legal and effective even if the order and procedures for convening meetings, collecting shareholders' opinions in writing and passing such resolution violate the provisions of the Laws on Enterprises and the Charter.
3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 39 of the Charter, such resolution shall remain effective until the decision to cancel such resolution of the Court or Arbitrator takes effect, except for cases of application of provisional emergency measures under decisions of competent State agencies.

SECTION 2. BOARD OF DIRECTORS

Article 41. Rights and obligations of the Board of Directors⁵⁷

⁵⁵ Article 151 of the LOE 2020

⁵⁶ Article 152 of the LOE 2020

⁵⁷ Article 153 LOE 2020

1. The Board of Directors is the management body of the Company, has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The Board of Directors has the following rights 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; decide to mobilize additional capital in other forms;
 - d. Deciding on the selling price of shares and bonds of the Company;
 - e. To decide on investment plans and investment projects within the scope of their competence and within the limits prescribed by laws;
 - f. Deciding on solutions for market development, marketing and technology;
 - g. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements. This provision does not apply to contracts and transactions under the decision-making competence of the General Meeting of Shareholders in accordance with the provisions of laws and the Charter;
 - h. Election, dismissal and dismissal of the Chairperson of the Board of Directors and Vice Chairperson of the Board of Directors (if any); appointing, dismissing, signing contracts, terminating contracts for General Directors, Deputy General Directors and other managerial and executive positions under the competence of the Board of Directors in accordance with the provisions of laws or internal regulations of the Company (if any); to decide on salaries, remuneration, bonuses and other benefits of the above-mentioned managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons;
 - i. Supervise and direct the General Director and other managers in running the Company's daily business;
 - j. Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, transaction offices, representative offices;
 - k. Decide to establish subcommittees under the Board of Directors to support and advise the Board of Directors in managing the Company and performing the functions and tasks of the Board of Directors;
 - l. Prepare contents and documents to be submitted to the General Meeting of Shareholders for approval of matters under the jurisdiction of the General Meeting of Shareholders, except for contents under the tasks and powers of the Board of Supervisors; approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting shareholders' opinions in writing to approve matters under the competence of the General Meeting of Shareholders;
 - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n. 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;
 - o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
 - p. Other rights and obligations as prescribed by laws and the Charter (if any).



3. The Board of Directors also has the following responsibilities and obligations⁵⁸:
 - 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 laws, the Company's Charter and internal regulations;
 - d. Develop the Operation Regulations of the Board of Directors 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 members of the Board of Directors, members of the Board of Supervisors, General Directors and other managers, including misuse of Company assets and abuse of transactions with related parties;
 - f. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with laws;
 - g. Appointment of the person in charge of corporate governance;
 - h. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the Company;
 - i. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with laws;
 - j. Pay dividends to shareholders in accordance with the provisions of laws after being approved by the Annual General Meeting of Shareholders.
4. The Board of Directors approves resolutions and decisions by voting at the meeting, collecting opinions in writing or in other forms prescribed by the Charter (if any). Each Board member has one vote.
5. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of laws, the resolution of the General Meeting of Shareholders or the Charter, causing damage to the Company, the members who agree to the adoption of such resolution or decision must be jointly and severally responsible for the resolution, decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above resolution or decision.

Article 42. Tenure and number of members of the Board of Directors⁵⁹

1. The Board of Directors must have no less than 03 (three) members and no more than 07 (seven) members. The General Meeting of Shareholders shall decide on the number of members of the Board of Directors in each term. The structure of the Board of Directors should ensure⁶⁰:
 - a. The number of non-executive members of the Board of Directors of the Company must ensure the following provisions:
 - (i) Having at least 01 (one) non-executive member in case the Company has from 03 (three) to 05 (five) members of the Board of Directors;
 - (ii) There are at least 02 (two) non-executive members in case the Company has the number of members of the Board of Directors from 06 (six) to 07 (seven) members.
 - b. The number of independent members of the Board of Directors of the Company must ensure the following provisions:

⁵⁸ Article 278 of Decree 155/2020/ND-CP

⁵⁹ Article 154 of the LOE 2020

⁶⁰ Article 276 of Decree 155/2020/ND-CP

- (i) Having at least 01 (one) independent member in case the Company has the number of members of the Board of Directors from 03 (three) to 05 (five) members;
 - (iii) There are at least 02 (two) independent members in case the Company has the number of members of the Board of Directors from 06 (six) to 07 (seven) members.
2. The term of office of the Board of Directors and members of the Board of Directors shall not exceed 05 (five) years; may be re-elected for an unlimited number of terms, except for the case where an individual is only elected as an independent member of the Board of Directors for no more than 02 (two) consecutive terms.
 3. 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.
 4. In case a member is elected to supplement or replace a member who is dismissed or dismissed from office within the term of office, the term of office of such member shall be the remaining term of the term of office of the Board of Directors.

Article 43. Criteria and conditions for membership of the Board of Directors⁶¹

1. Members of the Board of Directors must meet the following criteria and conditions:
 - a. Having full civil act capacity, not being subject to the establishment and management of enterprises as prescribed in Clause 2, Article 17 of the Laws on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;
 - c. Members of the Board of Directors of the Company must not be concurrently members of the Board of Directors, members of the Board of Members, General Directors/Directors of other securities companies⁶²;
 - d. 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 (five) other companies other than securities companies⁶³.
2. Non-executive members of the Board of Directors are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Financial Officer and Chief Accountant of the Company⁶⁴.
3. An independent member of the Board of Directors must meet the following criteria and conditions:
 - a. Not be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 (three) consecutive years;
 - b. Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; be a manager of the Company or its subsidiaries;
 - d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
 - e. Not being a person who has been a member of the Board of Directors or Board of Supervisors of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;

⁶¹ Article 155 of the LOE 2020

⁶² Clause 1, Article 8 of Circular 121/2020/TT-BTC

⁶³ Clause 3, Article 275 of Decree 155/2020/ND-CP

⁶⁴ Clause 56, Article 3 of Decree 155/2020/ND-CP

- f. Other standards and conditions as prescribed by laws (if any).
4. Non-executive members of the Board of Directors and independent members of the Board of Directors must notify the Board of Directors that they no longer fully meet the conditions specified in Clause 2 and Clause 3 of this Article and of course no longer be non-executive members of the Board of Directors, independent members of the Board of Directors from the date of failure to meet the conditions. The Board of Directors must notify the non-executive or independent member of the Board of Directors no longer satisfying the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing to elect additional or replacement members of the Board of Directors within 06 (six) months from the date of receipt of notices from non-executive members of the Board of Directors or independent members of the relevant Board of Directors.
5. Non-executive members of the Board of Directors and independent members of the Board of Directors have the same rights and obligations as other members of the Board of Directors.

Article 44. Candidacy and nomination of members of the Board of Directors⁶⁵

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 (ten) days before the opening date of the General Meeting of Shareholders or the date on which the opinion poll must be returned in case of collecting shareholders' opinions in writing on the Company's website for shareholders to shareholders. It is possible to learn about these candidates before voting. Candidates 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 published candidate must include the following information, at least the following:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work process;
 - d. Other managerial titles (including the title of the board of directors or the board of members of another company);
 - e. Interests related to the Company and its related parties (if any).

The Company shall be responsible for disclosing information about the companies in which the candidate is holding the position of Board of Directors, other managerial positions and interests related to the Company of the Board of Directors candidate (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares as prescribed in Clause 5, Article 12 of the Charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Election Regulations and/or as approved by the General Meeting of Shareholders on a case-by-case basis.
3. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient for the number of members of the Board of Directors who need to vote for election, the incumbent Board of Directors shall recommend more candidates or organize the nomination in accordance with the provisions of the Company's Charter and Internal Regulations on corporate governance. The introduction of additional candidates by the 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 laws.

Article 45. Rights and obligations of members of the Board of Directors⁶⁶

1. Members of the Board of Directors have full rights in accordance with the provisions of the Laws on Enterprises, the Laws on Securities, relevant laws and the Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company. The right to provide information of members of the Board of Directors is exercised as follows⁶⁷:

⁶⁵ Article 274 of Decree 155/2020/ND-CP

⁶⁶ Article 277 of Decree 155/2020/ND-CP

⁶⁷ Article 159 of the LOE 2020

- a. Members of the Board of Directors have the right to request members of the Board of Directors and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units;
 - b. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
2. Members of the Board of Directors are responsible for the provisions of the Laws on Enterprises, the Laws on Securities, relevant laws and the Charter, in addition, they must ensure the following responsibilities:
- 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. Timely and fully report to the Board of Directors the remuneration they receive from their subsidiaries, affiliates, and other organizations;
 - d. Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;
 - e. Disclosure of information when trading the Company's shares in accordance with the provisions of laws.
3. Each independent member of the Board of Directors must make an evaluation report on the operation of the Board of Directors⁶⁸.

Article 46. Chairperson of the Board of Directors⁶⁹

1. The Chairperson of the Board of Directors shall be elected, dismissed or dismissed from office among the members of the Board of Directors. The Board of Directors shall elect 01 (one) member of the Board of Directors as the Chairperson of the Board of Directors.
2. The Chairperson of the Board of Directors may not concurrently be the General Director of the Company⁷⁰.
3. The Chairperson 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. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairperson of the General Meeting of Shareholders;
 - f. Assign tasks to members of the Board of Directors; supervise members of the Board of Directors in the performance of assigned tasks and common rights and obligations;
 - g. Other rights and obligations as prescribed by laws and the Charter (if any).
4. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing 01 (one) other member to perform the rights and perform the obligations of the Chairperson of the Board of Directors. In case there is no authorized person or the Chairperson of the Board of Directors dies, are missing, are temporarily detained, are serving imprisonment sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education establishments, escape from their places of residence, are restricted or have lost their civil act capacity, have difficulties in

⁶⁸ Clause 3, Article 277 of Decree 155/2020/ND-CP

⁶⁹ Article 156 LOE 2020

⁷⁰ Clause 2, Article 275 of Decree 155/2020/ND-CP

cognition and control of acts, if the Court prohibits them from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect 01 (one) person among the members to hold the position of Chairperson 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.

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

Article 47. Board Meetings⁷¹

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. 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 (one) of them to convene a meeting of the Board of Directors.
2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings in accordance with the order and procedures specified in the Company's Charter and Internal Regulations on Corporate Governance. The organization of meetings of the Board of Directors, meeting agendas and related documents shall be notified in advance to the members of the Board of Directors within the time limit prescribed by laws and the Charter. The Board of Directors meets at the Company's head office or elsewhere at the discretion of the majority of the Board of Directors. The meeting location of the Board of Directors is the place where the Chairperson of the meeting is present. Board meetings can be held in the form of online conferences between Board members when all or some members are in different locations.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
 - b. At the request of the General Director or at least 05 (five) other managers;
 - c. At the request of at least 02 (two) members of the Board of Directors;
 - d. Other cases as prescribed by the Charter and the provisions of laws (if any).
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decided under the competence of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failing to convene a meeting of the Board of Directors as requested, the Chairperson of the Board of Directors shall be responsible for the damage caused to the Company due to the failure to convene a meeting of the Board of Directors as prescribed in this Article; the proposer has the right to replace the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

⁷¹ Article 157 of the LOE 2020 and Clause 1 of Article 279 of Decree 155/2020/ND-CP

6. The Chairperson 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 (three) 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 accompanied by documents used at the meeting and voting cards of members.
The notice of invitation to the meeting may be sent by invitation, telephone, fax, electronic means or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.
7. The Chairperson of the Board of Directors or the convener shall send the notice of invitation to the meeting and accompanying documents to the Supervisors as for members of the Board of Directors.
The Board of Supervisors has the right to attend meetings of the Board of Directors; have the right to discuss but not vote.
8. A meeting of the Board of Directors shall be held when 3/4 (three-quarters) or more of the total number of members attend. 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 (seven) days from the date of the intended first meeting. In this case, the meeting shall be held if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorize other persons to attend the meeting 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 the ballot to the meeting via mail, fax, email.
 - e. Sending voting papers by other means as prescribed in the Charter and/or Operation Regulations of the Board of Directors.
10. In case of sending votes to the meeting by mail, the votes must be contained in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 (one) hour before the opening of the meeting. Voting ballots are only open in the presence of all attendees. In case of sending votes to the meeting by fax or email, the voting papers must be sent to the Chairperson of the Board of Directors and must be kept confidential until the time of voting.
11. Members of the Board of Directors must attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors.

Article 48. Board Meeting Minutes⁷²

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The record must be made in Vietnamese and may be made in a foreign language, including the main contents specified in Clause 1, Article 158 of the Laws on Enterprises. 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.
2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Directors attend and agree to approve the

⁷² Article 158 of the LOE 2020 and Clause 2 of Article 279 of Decree 155/2020/ND-CP

minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Laws on Enterprises, this record takes effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. The chairperson and the person who records the minutes are personally responsible for the damage caused to the Company due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Laws on Enterprises, the Charter and relevant provisions of laws⁷³.

3. The minutes of the meeting of the Board of Directors must be detailed and clear, fully reflecting the contents of the meeting. In case of necessity at the discretion of the Board of Directors, the contents of a meeting of the Board of Directors may be made into several minutes provided that all minutes must fully reflect the entire content of such meeting. The chairperson, the recorder and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.
4. The contents approved by the majority of the members attending the meeting in the minutes of the meeting of the Board of Directors must be made into a Resolution for approval⁷⁴. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.

Article 49. Dismissal, dismissal, replacement and addition of members of the Board of Directors⁷⁵

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. No longer meet the criteria and conditions for being a member of the Board of Directors as prescribed in Article 43 of the Charter;
 - b. Have a letter of resignation and be approved;
 - c. Other cases as prescribed by the Charter and the provisions of laws (if any).
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in the activities of the Board of Directors for 06 (six) consecutive months, except for force majeure cases;
 - b. Other cases as prescribed by the Charter and the provisions of laws (if any).
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than the cases specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than 1/3 (one-third) of the total number of members of the term. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing within 60 days from the date on which the number of members is reduced by more than 1/3 (one-third);
 - b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed in Article 42 of the Charter;
 - c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

⁷³ Clause 6, Article 7 of the Law amending and supplementing the LOE

⁷⁴ Clause 2, Article 279 of Decree 155/2020/ND-CP

⁷⁵ Article 160 LOE 2020

5. The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the laws on securities.

Article 50. Remuneration, bonuses and other benefits of members of the Board of Directors⁷⁶

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and rewards for their work as members of the Board of Directors. The Board of Directors estimates the level of 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.
2. Members of the Board of Directors have the right to request payment of travel, meals, accommodation and other reasonable expenses when performing their assigned tasks.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws 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.

Article 51. Subcommittees of the Board of Directors⁷⁷

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, human resources, compensation, internal audit, risk management and/or to support and advise the Board of Directors in the governance of the Company and the performance of the functions and duties of the Board of Directors. The Board of Directors shall decide on the structure, tasks, powers, obligations, operating budget and personnel of the subcommittees under the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors and relevant laws.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must be in accordance with the provisions of laws, the Charter, the Internal Regulations on corporate governance and the Regulations on operation of the Board of Directors.

Article 52. Person in charge of corporate governance⁷⁸

1. The Board of Directors must appoint at least 01 (one) person as the person in charge of corporate governance to support the corporate governance at the company. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 46 of the Charter. The person in charge of the Company's administration undertakes and performs the work until the Board of Directors for the new term appoints/recruits another person to replace and/or is dismissed, dismissed or replaced according to the resolution of the Board of Directors in accordance with the Labor Contract signed with the Company.
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.
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 the laws and related affairs between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - 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 laws;

⁷⁶ Article 163 of the LOE 2020

⁷⁷ Article 31 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁷⁸ Article 281 of Decree 155/2020/ND-CP

- f. Provide financial information, copies of the minutes of the Board of Directors meetings and other information to members of the Board of Directors and members of the Board of Supervisors;
- 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 laws and the Charter;
- j. Other rights and obligations as prescribed by laws and the Charter (if any).

Article 53. Internal Audit⁷⁹

1. The Board of Directors promulgates the Company's internal audit regulations in accordance with the laws.
2. Internal audit activities must ensure the principles of independence, objectivity, honesty and confidentiality in accordance with relevant laws.
3. Personnel of the Internal Audit Department must meet the following standards:
 - a. Not being 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 (five) years up to the year of appointment;
 - b. The Head of the Internal Audit Department must be a person with professional qualifications in laws, accounting and auditing; have 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 and 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 securities and securities market laws;
 - e. Not concurrently holding other jobs in the Company.

Article 54. Risk Management⁸⁰

1. The Board of Directors must develop a risk management system according to the following principles:
 - a. The risk management organizational system must at least stipulate the following contents:
 - (i) Responsibilities of the Board of Directors in risk management;
 - (ii) Responsibilities of the General Director, the Board of Supervisors, the Internal Audit and the internal control system in risk management;
 - (iii) Responsibilities of the Risk Management Division and the heads of the professional divisions in risk management;
 - (iv) A clear and transparent risk management strategy is reflected in the risk policy in the long term and in each specific period approved by the Board of Directors;
 - (v) Implementation plan through full policies and processes;
 - (vi) The management, inspection and regular review of the General Director;
 - (vii) Promulgate and fully implement risk management policies, processes and risk limits, establish appropriate risk management information activities.

⁷⁹ Clauses 2, 3 and 4, Article 9 of Circular 121/2020/TT-BTC; Decree 05/2019/ND-CP

⁸⁰ Article 11 of Circular 121/2020/TT-BTC

- b. The established risk management system must ensure that the Company is capable of identifying risks, measuring risks, monitoring risks, reporting risks and effectively handling material risks while fully meeting its compliance obligations at all times.
 - c. The risk management system must be built to ensure that risk management is carried out independently, objectively, honestly and uniformly.
 - d. The established risk management system must ensure that the Business Division and the Risk Management Department are organized separately and independently of each other and that the person in charge of the Business Department is not in charge of the Risk Management Department at the same time and vice versa.
2. Internal processes and regulations on risk management in the Company must ensure the following principles:
- a. The risk management system in the Company must be operated based on written internal processes and regulations.
 - b. Internal processes and regulations must be clearly presented so that all individuals involved understand their duties and responsibilities and can describe in detail the relevant risk management processes and regulations. The Company must regularly review and update these internal processes and regulations.
 - c. Internal processes and regulations must ensure that the State management agency, Internal Audit, Internal Control, and Board of Supervisors understand the Company's risk management activities.
 - d. Internal processes and regulations on risk management must contain at least the following contents:
 - (i) Organizational structure and description of functions and tasks, mechanism for decentralization of decision-making authority and responsibilities;
 - (ii) Risk policies, risk limits, risk identification processes, risk measurement, risk monitoring, risk information exchange reports and risk handling;
 - (iii) The rules must ensure the obligation to comply with the provisions of the laws.
3. The Company must build a system of risk management processes including the following contents: risk identification, risk measurement, risk monitoring, risk monitoring and risk handling.
4. Develop a contingency plan:
- a. The Company must develop a contingency plan for emergencies to ensure the continuity of the Company's business activities.
 - b. The General Director is responsible for formulating and regularly reviewing contingency plans. The contingency plan must be approved by the Board.
5. Principles for archiving records and documents:
- b. All records, documents, reports, minutes of meetings, resolutions of the Board of Directors, risk reports, decisions of the General Director and other documents related to risk management must be fully archived and ready to be provided to the State management agency upon request.
 - c. The storage time of documents specified at Point a, Clause 5 of this Article shall comply with laws.

SECTION 3. BOARD OF SUPERVISORS

Article 55. Rights and obligations of the Board of Supervisors

- 1. The Board of Supervisors has the following rights and obligations⁸¹:
 - a. Supervise the financial situation of the Company, supervise the Board of Directors, General Director, other managers in the management and administration of the

⁸¹ Article 170 of the LOE 2020 and Article 288 of Decree 155/2020/ND-CP

- Company and the compliance with the laws in operation, management and administration; to be responsible to shareholders for their supervisory activities;
- b. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting;
 - c. Appraisal of the completeness, legality and truthfulness of the Company's business situation reports, annual and semi-annual financial statements, management evaluation reports of the Board of Directors and submission of appraisal reports at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;
 - d. Review, examine and evaluate the effectiveness and effectiveness of the internal control system, internal audit, risk management and early warning for the Company;
 - e. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deeming it necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
 - f. At the request of a shareholder or group of shareholders specified in Clause 2, Article 12 of the Charter, the Board of Supervisors must conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board of Supervisors must send an explanatory report on the matters requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Board of Supervisors specified in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operation of the Company;
 - g. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities. Ensure coordination with the Board of Directors, the General Director and shareholders of the Company;
 - h. When detecting that any member of the Board of Directors, the General Director and other executives of the Company violate the laws and the Charter, the Board of Supervisors must notify in writing to the Board of Directors within 48 (forty-eight) hours from the time of detection of the violation. request the violator to stop the violation and take remedial measures;

When detecting that a member of the Board of Directors or the Board of Directors violates the laws and the Charter, leading to infringement of the rights and interests of the Company, shareholders or customers, the Board of Supervisors is responsible for requesting the violator to explain within a certain time limit and/or convene the General Meeting of Shareholders for settlement. For violations according to the above-mentioned laws, the Board of Supervisors must report in writing to the State Securities Commission within 07 (seven) working days from the date of detection of violations ⁸²;
 - i. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
 - j. Use independent consultants, the Company's Internal Audit Department to perform assigned tasks;
 - k. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 - l. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide

⁸² Point d, Clause 1, Article 9 of Circular 121/2020/TT-BTC

- on the approved audit organization to inspect the Company's operations, dismiss the approved auditor when deemed necessary;
- m. Develop the operation regulation, control process of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval;
 - n. At the Annual General Meeting of Shareholders, report on the Company's business results, the performance of the Board of Directors, the General Director and the report on self-assessment of the performance of the Board of Supervisors and the Supervisor in accordance with the provisions of laws and the Charter;
 - o. Other rights and obligations as prescribed by laws and the Charter (if any).
2. In addition to the rights and obligations of members of the Board of Supervisors, the Head of the Board of Supervisors has the following rights and obligations⁸³:
- a. Convening meetings of the Board of Supervisors;
 - b. Request members of the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Supervisors;
 - c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 56. Term of office and number of members of the Board of Supervisors⁸⁴

1. The Board of Supervisors must have no less than 03 (three) members and no more than 05 (five) members, the term of office of the Board of Supervisors and the Supervisors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. The General Meeting of Shareholders decides on the number of members of the Board of Supervisors in each term.
2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal and dismissal shall be carried out on the principle of majority. The rights and obligations of the Head of the Board of Supervisors are specified in Clause 2, Article 55 of the Charter. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam.
3. In case the Board of Supervisors has not yet been elected at the same time at the end of his/her term of office, the Board of Supervisors who has expired his/her term of office shall continue to perform his/her rights and perform his/her duties until the Board of Supervisors of the new term is elected and accepts the task.
4. In case there is an Supervisor who is elected to supplement or replace the Supervisor who is dismissed or dismissed from office within the term of office, the term of office of such Supervisor is the remaining term of the term of office of the Board of Supervisors.

Article 57. Criteria and conditions for being a member of the Board of Supervisors⁸⁵

1. Members of the Board of Supervisors must meet the following criteria and conditions:
 - a. Having full civil act capacity and not falling into the subjects specified in Clause 2, Article 17 of the Laws on Enterprises;
 - b. Be trained in one of the majors in economics, finance, accounting, auditing, laws, business administration or majors suitable to the Company's business activities;
 - c. Not be a family member of the Board of Directors, the General Director and other managers of the Company and the parent company; must not be the representative of the capital portion of the enterprise, the representative of the State capital interest at the parent company and the Company;
 - d. Not be a manager of the Company; not necessarily a shareholder or employee of the Company;

⁸³ Clause 2, Article 38 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁸⁴ Article 168 of the LOE 2020

⁸⁵ Article 169 of the LOE 2020

- e. Not falling into the following cases⁸⁶:
 - (i) Working in the accounting and finance department of the Company;
 - (ii) Being a member or employee of an auditing organization approved to audit the Company's financial statements for the preceding 03 (three) years.
 - f. Other standards and conditions as prescribed by laws and the Charter (if any).
2. In addition to the criteria and conditions specified in Clause 1 In this regard, the Head of the Board of Supervisors must meet the following criteria and conditions:
- a. Possess a university diploma or higher in one of the majors of economics, finance, accounting, auditing, laws, business administration or majors related to the Company's business activities⁸⁷;
 - b. They must not be members of the Board of Supervisors or managers of other securities companies at the same time⁸⁸.

Article 58. Candidacy, nomination and election of members of the Board of Supervisors⁸⁹

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly as prescribed in Clause 1 and Clause 2, Article 44 of the Charter.
2. In case the number of candidates approved by the Board of Supervisors and candidacy is still not enough for the members of the Board of Supervisors to vote for, the incumbent Board of Supervisors may nominate additional candidates or organize nomination in accordance with the provisions of the Company's Charter and Internal Regulations on Corporate Governance.
3. The election of members of the Board of Supervisors shall be carried out by the same method of cumulative voting as prescribed in Clause 3, Article 36 of the Charter⁹⁰.

Article 59. Rights and obligations of members of the Board of Supervisors⁹¹

1. Members of the Board of Supervisors have full rights in accordance with the provisions of the Laws on Enterprise, relevant laws and the Charter, including the right to access information and documents related to the Company's operations. The right to provide information of the Board of Supervisors is exercised as follows⁹²:
 - a. Documents and information must be sent to the Supervisor at the same time and in the same manner as for members of the Board of Directors, including: (i) notice of invitation to meetings, poll forms for members of the Board of Directors and enclosed documents; (ii) resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors; (iii) the report of the General Director to the Board of Directors or other documents issued by the Company;
 - b. The Board of Supervisors has 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 workplaces of the Company's managers and employees during working hours;
 - c. The Board of Directors, members of the Board of Directors, the General Director and other managers must provide complete, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Supervisor or the Board of Supervisors.
2. The Board of Supervisors shall have the following responsibilities:
 - a. Comply with the provisions of laws, the Charter, the resolution of the General Meeting of Shareholders and professional ethics in the exercise of assigned rights and obligations;

⁸⁶ Clause 2, Article 286 of Decree 155/2020/ND-CP

⁸⁷ Clause 3, Article 286 of Decree 155/2020/ND-CP

⁸⁸ Point a, Clause 1, Article 9 of Circular 121/2020/TT-BTC

⁸⁹ Article 285 of Decree 155/2020/ND-CP

⁹⁰ Clause 3, Article 148 of the LOE 2020

⁹¹ Article 173 of the LOE 2020 and Article 287 of Decree 155/2020/ND-CP

⁹² Article 171 of the LOE 2020

- b. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company;
 - c. Loyal to the interests of the Company and shareholders; not abusing their position and using the Company's information, know-how, business opportunities, and other assets for self-interest or serving the interests of other organizations and individuals;
 - d. Other obligations as prescribed by relevant laws and the Charter (if any).
3. In case of violation specified in Clause 2 of this Article that causes damage to the Company or other persons, the Supervisor shall be personally or jointly responsible for such damage. Income and other benefits earned by the Supervisor as a result of the violation must be reimbursed to the Company.
 4. In case of detecting any violation by the Board of Supervisors in the performance of the assigned rights and obligations, it must notify in writing to the Board of Supervisors; request the violator to stop the violation and remedy the consequences.

Article 60. Board of Supervisors Meeting⁹³

1. The Board of Supervisors must meet at least 02 (two) times in a year, the number of members attending the meeting is at least 2/3 (two-thirds) of the members of the Board of Supervisors. The minutes of the Board of Supervisors meeting are detailed and clear. The record taker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

Article 61. Dismissal and dismissal of members of the Board of Supervisors⁹⁴

1. The General Meeting of Shareholders shall dismiss the Board of Supervisors in the following cases:
 - a. No longer meet the qualifications and conditions to be a Supervisor as prescribed in Article 57 of the Charter;
 - b. Have a letter of resignation and be approved;
 - c. Other cases as prescribed by the Charter and the provisions of laws (if any).
2. The General Meeting of Shareholders dismisses a member of the Board of Supervisors in the following cases:
 - a. Failing to complete assigned tasks and jobs;
 - b. Failing to exercise his/her rights and obligations for 06 (six) consecutive months, except for force majeure cases;
 - c. Serious violations or repeated violations of the Supervisor's obligations as prescribed by laws and the Charter;
 - d. Other cases according to the resolution of the General Meeting of Shareholders.

Article 62. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors⁹⁵

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

1. Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by 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 Board of Supervisors.

⁹³ Article 289 of Decree 155/2020/ND-CP

⁹⁴ Article 174 of the LOE 2020

⁹⁵ Article 172 of LOE 2020

2. The Board of Supervisors shall be paid the cost of meals, accommodation, travel, and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The Board of Supervisors' salaries and operating expenses shall be included in the Company's business expenses in accordance with the provisions of the laws on corporate income tax and relevant laws and must be made into separate items in the Company's annual financial statements.

SECTION 4. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 63. Organization of the executive apparatus

1. The Company shall ensure that the executive apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company.
2. The Board of Directors of the Company consists of 01 (one) General Director and Deputy General Director(s) (if any).
3. The Board of Directors of the Company must develop the working regulations of the Board of Directors and must be approved by the Board of Directors. Working regulations must contain at least the following basic contents⁹⁶:
 - a. Specific responsibilities and tasks of members of the Board of Directors;
 - b. Stipulating the order and procedures for organizing and participating in meetings of the Board of Directors;
 - c. Responsibilities of the Board of Directors to report to the Board of Directors and the Board of Supervisors.

Article 64. Other Executives⁹⁷

1. At the request of the General Director and the approval of the Board of Directors, the Company is appointed and recruited Deputy General Director, Chief Financial Officer and Chief Accountant with the number, standards and conditions in accordance with the provisions of laws, the Company's internal regulations on governance, in accordance with the organizational structure of the Company approved by the Board of Directors. Those who operate the Company shall be responsible for supporting the Company's activities and organizations in order to achieve the set objectives.
2. The Company pays salaries to its executives at the discretion of the Board of Directors, the results and performance of the Company's business. The salaries of the Company's executives shall be included in the Company's business expenses in accordance with the provisions of the laws on corporate income tax and must be expressed as a separate item in the Company's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.

Article 65. Criteria and conditions for being a General Director⁹⁸

1. The Company has 01 (one) General Director. The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director. The term of office of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms.
2. The General Director is the highest executive of the Company; be subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and the laws for the exercise of their assigned rights and obligations.

⁹⁶ Clause 4, Article 10 of Circular 121/2020/TT-BTC

⁹⁷ Article 34 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁹⁸ Clause 1 and Clause 2 Article 162 LOE 2020

3. Criteria and conditions of the General Director⁹⁹:
 - a. Having full civil act capacity and not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Laws on Enterprises;
 - b. Not being examined for penal liability or serving a prison sentence or banned from practicing securities as prescribed by laws;
 - c. Have at least 02 (two) years of working experience in the professional department of organizations in the field of finance, securities, banking, insurance or in the finance, accounting and investment departments in other enterprises;
 - d. Having a financial analysis practice certificate or a fund management practice certificate;
 - e. Not being sanctioned for administrative violations in the field of securities and securities market within the time limit prescribed by laws;
 - f. Do not work for securities companies, fund management companies or other enterprises at the same time;
 - g. Not be a member of the Board of Directors or a member of the Board of members of another securities company;
 - h. Must not be a family member of the Company's manager, the Supervisor of the Company and the parent company; the representative of the State capital, the representative of the enterprise's capital at the Company and the parent company;
 - i. Not be a related person of the manager of the Company, the Supervisor of the Company and the parent company, the representative of the State ownership, the representative of the enterprise's capital interest in the Company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Laws on Securities;
 - j. Have professional qualifications and experience in business administration of the Company;
 - k. Other standards and conditions as prescribed by laws (if any).

Article 66. Rights and obligations of the General Director¹⁰⁰

1. The General Director has the following rights and obligations:
 - a. Deciding on matters related to the daily business of the Company, except for matters under the decision-making authority of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of laws and the Charter;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
 - c. Organize 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. Labor recruitment; appointing, dismissing and dismissing managerial and executive positions in the Company, except for positions under the jurisdiction of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the Company, including managers and executives under the appointing authority of the General Director;
 - g. Proposing a plan to pay dividends or handle losses in business;
 - h. Other rights and obligations as prescribed by laws, the Charter and resolutions and decisions of the Board of Directors (if any).

⁹⁹ Clause 5 Article 74 of the 2019 Law of the Trade, Clause 5 of Article 162 of the LOE 2020, Clause 6 of Article 291 of Decree 155/2020/ND-CP and Clause 2 of Article 10 of Circular 121/2020/TT-BTC

¹⁰⁰ Clause 3, Clause 4, Article 162 of the LOE 2020 and Clause 4, Article 35 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

2. The General Director must manage the daily business of the Company in accordance with the provisions of laws, the Charter, the labor contract signed with the Company and the resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 67. Internal Control Department under the Board of Directors¹⁰¹

1. The Company must establish an Internal Control Department under the Board of Directors. The internal control system includes the apparatus, independent and full-time personnel, internal processes and regulations applicable to all positions, units, divisions and activities of the Company in order to ensure the following objectives:
 - a. The Company's activities comply with the provisions of the Laws on Securities and relevant provisions of laws;
 - b. Ensuring customer rights;
 - c. The Company's operations are safe and effective; to protect, manage and use assets and resources safely and effectively;
 - d. The financial information system and management information are truthful, reasonable, complete and timely; be honest in the preparation of the Company's financial statements.
2. The Internal Control Department under the Board of Directors is responsible for controlling compliance:
 - a. Inspect and supervise the compliance with the provisions of laws, the 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. Supervising the implementation of internal regulations, activities that may have a conflict of interest within the Company, especially for the Company's own business activities and personal transactions of the Company's employees; supervising the implementation of responsibilities of officers and employees in the Company, enforcing 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 laws on prevention and combat of money laundering;
 - h. Other contents according to the tasks assigned by the General Director.
3. Personnel requirements of the Internal Control Department:
 - a. Arrange at least 01 (one) employee to be the compliance controller;
 - b. The Head of the Internal Control Department must be a person with professional qualifications in laws, accounting and auditing; have 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 and Branch Directors in the Company;
 - d. Possess professional certificates on basic issues of securities and securities market or securities practice certificates and professional certificates in securities and securities market laws;
 - e. Not concurrently holding other jobs in the Company.

¹⁰¹ Article 12 of Circular 121/2020/TT-BTC

CHAPTER VI. PREVENTION OF CONFLICTS OF INTEREST

Article 68. Responsibility for honesty and avoidance of conflicts of interest of Company managers¹⁰²

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers must publicize relevant interests in accordance with the provisions of the Laws on Enterprises and relevant provisions of laws.
2. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and related persons of these entities may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are obliged to notify in writing to the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and such entity or related persons of such entity according to the provisions of laws. 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 laws on information disclosure.
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 Laws on Enterprise and the Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and related persons of these entities shall not use or disclose to others internal information to carry out related transactions.
6. In addition to the above-mentioned responsibilities, members of the Board of Directors, members of the Board of Supervisors and the General Director shall report to the Board of Directors and the Board of Supervisors in the following cases¹⁰³:
 - a. Transactions between the Company and companies of which the above subjects are founding members or business managers in the last 03 (three) years before the time of transaction;
 - b. Transactions between the Company and the Company in which the related persons of the above subjects are members of the Board of Directors, General Directors/Directors or major shareholders.

Article 69. Disclosure of related benefits¹⁰⁴

The disclosure of the Company's interests and related persons shall comply with the following provisions:

1. The Company must gather and update the list of relevant persons of the Company in accordance with the provisions of Clause 23 Article 4 of the Laws on Enterprises, Clause 46 Article 4 of the Laws on Securities and their respective contracts and transactions with the Company.
2. Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare to the Company their related interests as prescribed in Clause 2, Article 164 of the Laws on Enterprises.
3. The declaration specified in Clause 2 of this Article must be made within 07 (seven) working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.
4. The retention, publicization, consideration, extraction and copying of the list of related persons and related interests declared as prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:

¹⁰² Article 291 of Decree 155/2020/ND-CP

¹⁰³ Article 299 of Decree 155/2020/ND-CP

¹⁰⁴ Article 164 of LOE 2020

- a. The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
 - b. The list of related persons and related interests is kept at the head office of the Company; in case of necessity, the contents of the above list may be kept in part or in whole at the Company's branch(s);
 - c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the General Director and other managers have the right to review, extract and copy part or all of the contents declared at the Company's head office during working hours;
 - d. The Company must create conditions for the persons specified at Point c of this Clause to access, view, extract and copy the list of relevant persons of the Company and related interests in the fastest and most convenient way; must not prevent or cause difficulties for them in exercising this right. The order and procedures for considering, extracting and copying the contents of the declaration of related persons and related interests are as follows:
 - (i) The person requesting to consider, extract and copy the contents of the declaration of related persons and related interests shall send a written request to the Company at least 05 (five) working days before the expected date of consideration, extraction and copying;
 - (ii) The Company only provides the original or electronic dataset of the contents requested for review, extraction and reproduction at the Company's head office. The review, extraction and copying of these contents must be carried out in the presence of at least 01 (one) employee of the Company assigned by the manager;
 - (iii) The Company shall not send originals, copies, electronic datasets or in any form of information or data to the requester for review, extraction and reproduction by any means, whether by courier, fax or email;
 - (iv) In case the person with the above-mentioned right to request authorizes another person to consider, extract and copy the contents of the declaration of related persons and related interests, the authorization must be made in writing in accordance with the provisions of the civil laws.
5. Members of the Board of Directors, General Directors who perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors or the Board of Supervisors and shall only be performed when the majority of the remaining members of the Board of Directors consent; if performed without declaration or approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 70. Dealing with the relevant person¹⁰⁵

1. When conducting transactions with related persons, the Company must sign a written contract on the principle of equality and voluntariness.
2. The Company takes necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of the Company's capital, assets or other resources.

Article 71. Transactions with shareholders, managers of the Company and related persons of these entities¹⁰⁶

1. Except for cases permitted in accordance with relevant laws, the Company is not allowed to lend money and securities in any form and must not use the money and assets of the Company or customers to secure payment obligations to third parties.
2. The Company is not allowed to lend in any form to major shareholders, members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director,

¹⁰⁵ Article 292 of Decree 155/2020/ND-CP

¹⁰⁶ Article 27 of Circular 121/2020/TT-BTC

Chief Accountant, other managerial and executive positions appointed by the Board of Directors and related persons of the above-mentioned subjects.

Article 72. Approval of contracts and transactions between the company and related persons¹⁰⁷

1. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and the following related persons:
 - a. Shareholders and authorized representatives of shareholders are organizations that own more than 10% of the total ordinary shares of the Company and their related persons;
 - b. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and their related persons;
 - c. Enterprises that members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Laws on Enterprises.
2. The Board of Directors approves contracts and transactions as prescribed in Clause 1 of this Article and has a value of less than 35% of the total value of the Company's assets recorded in the latest audited financial statements. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Supervisor of the relevant subjects of such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.
3. The General Meeting of Shareholders approves the following contracts and transactions:
 - a. Contracts and transactions as prescribed in Clause 1 of this Article and are valued at 35% or more of the total value of the Company's assets stated in the latest audited financial statements;
 - b. Transactions specified in Clause 1 of this Article result in the total value of transactions arising within 12 (twelve) months from the date of the first transaction with a value of 35% or more of the total value of the Company's assets recorded in the latest audited financial statements;
 - c. Contracts, loans, loans, and sale of assets with a value greater than 10% of the total value of the Company's assets stated in the latest audited financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.
4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Supervisor of the relevant subjects of such contract or transaction and enclose the draft contract or notification of the main contents of the transaction. The Board of Directors submits draft contracts, transactions or explains the main contents of contracts and transactions at the General Meeting of Shareholders or collects shareholders' opinions in writing. In this case, shareholders with interests related to the parties to the contract or transaction do not have voting rights; contracts and transactions shall be approved according to the provisions of Clause 1 and Clause 4, Article 36 of the Charter.
5. Contracts and transactions are invalidated under court decisions and handled in accordance with laws when they are signed in contravention of this Article; the person signing the contract or transaction, shareholders, members of the Board of Directors or the relevant General Director must jointly compensate for the damage incurred and refund to the Company the profits obtained from the performance of such contract or transaction.
6. The company must publicize/disclose information about relevant contracts and transactions in accordance with relevant laws.

¹⁰⁷ Article 167 of the LOE 2020 and Clause 4 and Clause 5 Article 293 of Decree 155/2020/ND-CP

Article 73. Ensuring the legal rights of persons with interests related to the Company¹⁰⁸

1. The Company must fulfill its responsibilities to the community and persons with interests related to the Company in accordance with the provisions of current laws and the Charter.
2. The Company must comply with the provisions of the laws on labor, environment and society.

Article 74. Liability for Damage and Compensation¹⁰⁹

1. Members of the Board of Directors, members of the Board of Supervisors, General Directors and other managers who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be held responsible for the damages caused by their violations.
2. The Company shall compensate persons who have been, are or may become a party to 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, a member of the Board of Supervisors, the General Director, 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 laws and without evidence that such person has breached their responsibilities.
3. Compensation costs include judgment costs, fines, and payables incurred in reality (including lawyers' fees) when settling these cases within the framework of the laws. The Company may purchase insurance for these persons to limit the above liabilities.

Article 75. Right to initiate a lawsuit against members of the Board of Directors and the General Director¹¹⁰

1. Shareholders or groups of shareholders owning at least 01% of the total ordinary shares have the right to initiate a lawsuit on their own or on behalf of the Company for personal liability and joint liability against members of the Board of Directors and the General Director to request the refund of benefits or compensation for damage to the Company or other persons in the following cases:
 - a. Violating the responsibilities of the Company's manager as prescribed in Article 165 of the Laws on Enterprises;
 - b. Failing to perform, inadequately implementing, failing to implement in a timely manner or contrary to the provisions of laws or the Charter, resolutions or decisions of the Board of Directors with respect to the assigned rights and obligations;
 - c. Abuse of position and use of information, know-how, business opportunities and other assets of the Company for self-interest or to serve the interests of other organizations and individuals;
 - d. Other cases as prescribed by laws and the Charter (if any).
2. The order and procedures for initiating a lawsuit shall comply with the provisions of the laws on civil procedures. The cost of initiating a lawsuit in case a shareholder or group of shareholders sues on behalf of the Company will be included in the Company's expenses, unless the lawsuit request is rejected.
3. Shareholders and groups of shareholders as prescribed in this Article have the right to consider, look up and extract necessary information under decisions of courts or arbitrators before or in the course of initiating lawsuits.

Article 76. Disclosure of information¹¹¹

1. The Company must send the annual financial statements approved by the General Meeting of Shareholders to the competent State agencies in accordance with the laws on accounting and other relevant laws.

¹⁰⁸ Article 294 of Decree 155/2020/ND-CP

¹⁰⁹ Article 48 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹¹⁰ Article 166 of the LOE 2020

¹¹¹ Article 176 of LOE 2020

2. The Company publishes on its website the following information:
 - a. Charter of the Company;
 - b. Curriculum vitae, educational qualifications and professional experience of members of the Board of Directors, Supervisors, General Directors;
 - c. Annual financial statements approved by the General Meeting of Shareholders;
 - d. Annual performance evaluation report of the Board of Directors and the Board of Supervisors.
3. The Company discloses and discloses information in accordance with the laws on securities.

CHAPTER VII. EMPLOYEES AND TRADE UNIONS

Article 77. Workers and trade unions¹¹²

1. The General Director shall make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters related to recruitment, severance of employees, salaries, social insurance, welfare, rewards and discipline of employees and executives of the Company.
2. The General Director shall make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters relating to the Company's relations with trade unions in accordance with the standards, best management practices and policies, practices and policies stipulated in the Charter, the Company's regulations and relevant laws.

CHAPTER VIII. DISTRIBUTION OF PROFITS, HANDLING OF LOSSES AND SETTING UP OF RESERVE FUNDS

Article 78. Dividend payment¹¹³

1. Dividends paid for preference shares shall be made according to the conditions applicable separately to each type of preference shares.
2. Dividends paid for ordinary shares are determined based on the amount of net profit realized and the dividend payment deducted from the Company's retained earnings. The Company is only entitled to pay dividends of ordinary shares when the following conditions are met:
 - a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by laws;
 - b. Have set aside the Company's funds and made up for previous losses in accordance with the provisions of laws and the Charter;
 - c. Immediately after paying all the dividends, the Company still ensures the full payment of debts and other property obligations due.
3. Dividends may be paid in cash, in shares of the Company or in other assets specified in the Charter. If the payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by laws.
4. In case the Annual General Meeting of Shareholders approves the payment of dividends, dividends must be paid in full within 06 (six) months from the end of the Annual General Meeting of Shareholders. The order and procedures for dividend payment shall comply with the corresponding provisions of the Laws on Securities, the Laws on Enterprises and relevant laws.
5. In case a shareholder transfers his/her shares during the period between the end of making the list of shareholders and the time of dividend payment, the transferor is the recipient of dividends from the Company.
6. In case of payment of dividends in shares, the Company is not required to carry out procedures for offering shares as prescribed in Articles 123, 124 and 125 of the Laws on Enterprises. The Company must register to increase the Charter Capital corresponding to the total par value of the shares used to pay dividends in accordance with the provisions of the laws on securities.

Article 79. Handling losses in business

¹¹² Article 50 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹³ Article 135 LOE 2020

The loss of the previous year will be handled in the following year when the Company is profitable in the following year in accordance with the provisions of laws.

Article 80. Setting up funds¹¹⁴

1. The Company must set aside compulsory funds and reserves in accordance with the provisions of laws at each time (if any).
2. In addition to the mandatory funds and reserves, the Company may set aside funds and reserves according to the decision of the General Meeting of Shareholders.

CHAPTER IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME

Article 81. Bank Account¹¹⁵

1. The Company opens accounts with Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the approval of the competent State agency, in case of necessity, the Company may open an overseas bank account in accordance with the relevant laws.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

Article 82. Fiscal Year¹¹⁶

The Company's fiscal year starts on January 1 of each calendar year and ends on December 31st of each calendar year.

Article 83. Accounting regime¹¹⁷

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The Company prepares accounting books in Vietnamese and keeps accounting records and books in accordance with the laws on accounting and relevant laws. Accounting records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.
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 laws and notify the direct tax administration agency.

CHAPTER X. REPORTING AND INFORMATION DISCLOSURE REGIME

Article 84. Submission of the Annual Report of the Board of Directors¹¹⁸

The report on the operation of the Board of Directors shall be submitted to the Annual General Meeting of Shareholders under the provisions of Point c, Clause 3, Article 139 of the Laws on Enterprises and must contain the following contents:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the provisions of laws and the Charter;
2. Summary of Board of Directors meetings and Board decisions;
3. Report on transactions between the Company, its subsidiaries, companies controlled by the Company with more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;
4. Activities of independent members of the Board of Directors and results of each independent member's assessment of the activities of the Board of Directors;

¹¹⁴ Article 3, Article 5, Article 6 of Circular 48/2019/TT-BTC

¹¹⁵ Article 52 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹⁶ Article 53 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹⁷ Article 54 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹⁸ Article 175 LOE 2020

5. Activities of other subcommittees under the Board of Directors (if any);
6. Supervision results for the General Director and other executives;
7. Future plans.

Article 85. Submission of the Board of Supervisors' Annual Report¹¹⁹

1. The operation report of the Board of Supervisors to be submitted to the Annual General Meeting of Shareholders shall comply with the provisions of Points d and e, Clause 3, Article 27 of the Charter.
2. In addition to the reporting responsibilities specified in Clause 1 of this Article, the operation report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors;
 - b. Summarizing the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors;
 - c. Results of monitoring the Company's operation and financial situation;
 - d. Report on transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and members of the Board of Directors, General Director, other executives of the Company and related persons of such subjects; transactions between the Company and the Company in which members of the Board of Directors, General Director, and other executives of the Company are founding members or managers of the enterprise for the last 03 (three) years before the time of transaction;
 - e. Supervision results for the Board of Directors, the General Director and other executives;
 - f. The results of the evaluation of the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director and shareholders.

Article 86. Reporting mode¹²⁰

1. The Company's reporting must be complete, timely and accurately reflect the actual situation of the Company.
2. The Company must send periodic reports by electronic data file to and/or at the request of the State Securities Commission with the time limit and content of the report in accordance with relevant laws.
3. The Company must prepare annual financial statements in accordance with the provisions of laws as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 89 of this Charter. Before March 31 of the following year, the Company must submit to the State Securities Commission its annual financial statements and financial adequacy ratio report as of December 31 that have been audited by an approved auditing firm.
4. Annual financial statements must include reports, appendices and explanations in accordance with the laws on enterprise accounting. The annual financial statement must reflect honestly and objectively the operation of the Company.
5. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of the laws on information disclosure on the securities market and submit them to competent State agencies.

Article 87. Information Disclosure

1. Obligation to disclose information¹²¹:

¹¹⁹ Article 290 of Decree 155/2020/ND-CP

¹²⁰ Article 29 of Circular 121/2020/TT-BTC and Article 55 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹²¹ Article 295 of Decree 155/2020/ND-CP

- a. The Company is obliged to disclose fully, accurately and promptly periodic and irregular information in accordance with the provisions of the Laws on Securities on information disclosure to shareholders and the investing public. The Company must disclose fully, accurately and promptly other information if such information is likely to affect the price of securities and affect the decisions of shareholders and investors.
 - b. The method of information disclosure is carried out in accordance with the provisions of the laws to ensure fair access to shareholders and the investing public. The language in the information disclosure should be clear, easy to understand and avoid misleading shareholders and the investing public.
2. The Company discloses information related to the Company in accordance with relevant laws, including:
 - a. Report to the State Securities Commission, the Stock Exchange and disclose information on the change in the organizational model, management and operation specified in Article 25 of the Charter within 24 (twenty-four) hours from the date of the General Meeting of Shareholders making a decision on the change¹²²;
 - b. Report on the Company's governance at the Annual General Meeting of Shareholders and disclose information in the Company's annual report in accordance with the Laws on Securities on information disclosure¹²³;
 - c. Report and disclose information on the Company's governance every 06 (six) months in accordance with the laws on information disclosure on the securities market¹²⁴.

Article 88. Information disclosure organization¹²⁵

1. The Company must develop and promulgate regulations on the Company's information disclosure in accordance with the Laws on Securities and relevant laws.
2. The Company's legal representative and/or authorized person to disclose information has the following responsibilities:
 - a. Disclosure of the Company's information to the investing public in accordance with the provisions of laws and the Charter;
 - b. Publicize the name and working phone number for shareholders to contact.

CHAPTER XI. CORPORATE AUDIT

Article 89. Audit¹²⁶

1. The General Meeting of Shareholders (i) decides on the independent auditing firm(s) among the approved independent auditing firms in accordance with the provisions of laws; or (ii) approve the list of independent auditing firms and authorize the Board of Directors to decide on the selection(s) of such approved independent auditing firms to perform audits of financial statements, financial adequacy ratio reports, report on the use of capital (if any) and/or other reports to be audited by the Company for the next financial year based on the terms and conditions of the service agreement with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors performing the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders, are entitled to receive notices and other information related to the General Meeting of Shareholders, and give opinions at the General Meeting of Shareholders on issues related to the audit of the Company's financial statements.

CHAPTER XII. REORGANIZATION, SUSPENSION, DISSOLUTION AND BANKRUPTCY OF THE COMPANY

¹²² Article 296 of Decree 155/2020/ND-CP

¹²³ Clause 1, Article 297 of Decree 155/2020/ND-CP

¹²⁴ Clause 2, Article 297 of Decree 155/2020/ND-CP

¹²⁵ Article 300 of Decree 155/2020/ND-CP

¹²⁶ Article 57 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

Article 90. Company Reorganization¹²⁷

1. The Company implements reorganization, reorganization plan (division, separation, consolidation, merger, transformation of enterprise form) with the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant laws.
2. The order and procedures for division, separation, consolidation, merger and transformation of enterprises shall comply with the corresponding provisions of the Laws on Enterprises, the Laws on Securities and relevant laws.

Article 91. Suspension¹²⁸

1. The Company temporarily ceased operations with the approval of the Board of Directors and the State Securities Commission.
2. Conditions for temporary suspension of the Company's operations:
 - a. The suspension of operations must not affect the interests of the Company's customers;
 - b. The period of suspension of operation at the Company's head office, branches, and transaction offices shall not exceed 90 (ninety) days;
 - c. There is a plan to suspend operations, a plan to handle valid contracts signed with customers that have been approved by the Board of Directors.
3. The order and procedures for suspension of operation shall comply with the corresponding provisions of the Laws on Enterprises, the Laws on Securities and relevant laws.

Article 92. Dissolution of the Company¹²⁹

1. The Company is dissolved in the following cases:
 - a. According to the resolutions and decisions of the General Meeting of Shareholders;
 - b. The enterprise registration certificate is revoked, unless otherwise provided for by laws;
 - c. Other cases as prescribed by laws (if any).
2. The Company is only dissolved when it secures the payment of all debts and other property obligations and the Company is not in the process of settling disputes at a Court or arbitration body.
3. The order and procedures for dissolution of the Company shall comply with the corresponding provisions of the Laws on Enterprises, the Laws on Securities and relevant provisions of laws.
4. The dissolution of the Company ahead of time 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 93. Liquidation of assets¹³⁰

1. At least 06 (six) months before the end of the Company's operation term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Board of the Company's assets consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from one independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Committee 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.
2. The liquidation board shall report to the competent State management agency in accordance with laws on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all affairs related to the liquidation of the Company's assets before the Court and other competent State agencies.

¹²⁷ Article 206 of Decree 155/2020/ND-CP

¹²⁸ Article 208 of Decree 155/2020/ND-CP

¹²⁹ Article 207 of the LOE 2020

¹³⁰ Article 61 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

3. The proceeds from the liquidation of the Company's assets 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 Point a to Point d have been paid above shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

Article 94. Company Bankruptcy

The order and procedures for bankruptcy of the Company are carried out in accordance with the provisions of the laws on bankruptcy.

CHAPTER XIII. INTERNAL DISPUTE RESOLUTION

Article 95. Internal Dispute Resolution¹³¹

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders in accordance with the provisions of the Laws on Enterprises, the Charter and other provisions of laws or an agreement between:
 - a. Shareholders with the Company;
 - b. Shareholders with the Board of Directors, Board of Supervisors, General Director or other executives.

The parties involved first resolve disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson 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 (thirty) days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Vietnam International Arbitration Center (VIAC) to appoint 01 (one) independent expert as a mediator for the dispute resolution process.

2. In case of failure to reach negotiation or a conciliation decision within 06 (six) weeks from the start of the mediation process or if the mediation decision is not accepted by the parties, a party may bring the dispute to a competent People's Court for settlement in accordance with the provisions of Vietnamese laws.
3. The parties shall bear the costs related to the negotiation and conciliation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

CHAPTER XIV. IMPLEMENTATION PROVISIONS

Article 96. Amendments and supplements to the Charter

1. The amendment and supplementation of the Charter must be considered and approved by the General Meeting of Shareholders.
2. In the event that there are provisions of laws related to the Company's operation that have not been mentioned in the Charter or in case there are new provisions of laws that are different from the provisions of the Charter that lead to a violation of the new provisions of laws, such provisions of laws shall automatically apply and be adjusted the Company's activities.

Article 97. Effective Date

1. This Charter takes effect from the date of approval by the General Meeting of Shareholders of the Company at the meeting on April 22, 2026, replacing the Charter approved on December 26, 2025.
2. This Charter shall be made in 05 (five) copies, with the same legal validity.

¹³¹ Article 62 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

- Copies or extracts of the Charter are valid when signed by the Chairperson of the Board of Directors or the General Director of the Company.

April 22, 2026

Legal representative of the Company

(signed and sealed)

DANG SI THUY TAM

APPENDIX 01 - CHARTER CAPITAL

(Attached to the Charter of Tien Phong Securities Corporation approved by the General Meeting of Shareholders on April 22, 2026)

STT	Charter capital (VND)		Notes
1	Initial Establishment	60.000.000.000	Securities business license No. 49/UBCK-GPHDKD issued by the State Securities Commission on 29/12/2006
2	Increase of Charter Capital	120.000.000.000	License No. 72/UBCK-GPDCCT issued by the State Securities Commission on 06/09/2007
3	Increase of Charter Capital	240.000.000.000	License No. 100/UBCK-GPDCCT issued by the State Securities Commission on 28/12/2007
4	Increase of Charter Capital	400.000.000.000	Adjusted License No. 24/GPDC-UBCK issued by the State Securities Commission on 24/04/2019
5	Increase of Charter Capital	439.600.000.000	License No. 14/GPDC-UBCK issued by the State Securities Commission on 30/03/2020
6	Increase of Charter Capital	1.000.000.000.000	Adjusted License No. 71/GPDC-UBCK issued by the State Securities Commission on 29/10/2020
7	Increase of Charter Capital	2.000.000.000.000	Adjusted License No. 65/GPDC-UBCK issued by the State Securities Commission on 06/08/2021
8	Increase of Charter Capital	3.000.000.000.000	Adjusted License No. 24/GPDC-UBCK issued by the State Securities Commission on 19/04/2024
9	Increase of Charter Capital	3.359.997.430.000	Adjusted License No. 65/GPDC-UBCK issued by the State Securities Commission on 26/08/2024
10	Increase of Charter Capital	6.239.309.040.000	Adjusted License No. 20/GPDC-UBCK issued by the State Securities Commission on 29/01/2026

For clarification, the information on the increase in Charter Capital and the Company's Charter Capital according to this Appendix 01 is updated until April 22, 2026.