CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
Digitally signed by CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
DN: C=VN, S=THÀNH PHỐ HỒ CHÍ MINH, CN =CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG, OID.0.9.2342.19200300.100.1.1=MST:0304814339
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CÔNG TY CỔ PHẦN
CHỨNG KHOÁN TIÊN PHONG
TIEN PHONG SECURITIES CORPORATION

Số: 43/2026/TPS-CBTT
No.: 43/2026/TPS-CBTT

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

Hà Nội, ngày 04 tháng 11 năm 2026
Hanoi, November 4, 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 12, Tòa nhà Doji, số 5 Lê Duẩn, Phường Ba Đình, Thành phố Hà Nội./ *12th Floor, Doji Building, No. 5 Le Duan Street, Ba Dinh Ward, Hanoi.*

   Điện thoại / Telephone: 028.39118014 Fax: 028.39118015

   E-mail: tpbs@tpbs.com.vn

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

   Biên bản kiểm phiếu và Nghị quyết Đại hội đồng cổ đông theo hình thức lấy ý kiến cổ đông bằng văn bản */ Minutes of vote counting and Resolution of the General Meeting of Shareholders in the form of collecting shareholders' written opinions.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 04/11/2026 tại đường dẫn / *This information was published on the company's website on November 4, 2026, as in the link*: https://www.tpbs.com.vn/vi/thong-tin-tps/quan-he-co-dong/cong-bo-thong-tin/tps-bien-ban-kiem-phieu-va-nghi-quyet-dai-hoi-dong-co-dong-theo-hinh-thuc-lay-y-kien-co-dong-bang-van-ban?postId=2963

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.*

Tài liệu đính kèm / Attached documents:

- Biên bản kiểm phiếu số 02/2026/BBKPBQ-ĐHĐCĐ ngày 04/11/2026/ *Minutes of vote counting No. 02/2026/BBKPBQ-DHDCD dated November 4, 2026*
- Nghị quyết Đại hội đồng cổ đông số 02/2026/NQ-ĐHĐCĐ ngày 04/11/2026/ *Resolution No. 02/2026/NQ-DHDCD of the General Meeting of Shareholders dated November 4, 2026.*
- Điều lệ sửa đổi, bổ sung theo Tờ trình của HĐQT số 07/2026/TTr-TPS.HĐQT ngày 23/10/2026/ *Amendments and supplements to the Company's Charter under the BOD's Proposal No. 07/2026/TTr-TPS.HĐQT dated 23 October 2026*

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

Người được ủy quyền công bố thông tin /

Person authorized to disclose information

S.G.P: 49 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
P. BA ĐÌNH - T.P HÀ NỘI

NGUYỄN TRÁT MINH PHƯƠNG

CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**
TIEN PHONG SECURITIES CORPORATION	***SOCIALIST REPUBLIC OF VIETNAM***
	Độc lập - Tự do - Hạnh phúc
	Independence - Freedom - Happiness
Số: 02/2026/BBKPBQ-ĐHĐCĐ	*Hà Nội, ngày 04 tháng 11 năm 2026*
No.: 02/2026/BBKPBQ-DHDCD	*Hanoi, 04 November 2026*

BIÊN BẢN KIỂM PHIẾU /

MINUTES OF VOTE COUNTING

(theo hình thức lấy ý kiến cổ đông bằng văn bản) /

(by way of collecting shareholders' written opinions)

I. THÔNG TIN DOANH NGHIỆP / *COMPANY INFORMATION*

Tên doanh nghiệp: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG** ("**Công Ty**" hoặc "**TPS**")

Company name: ***TIEN PHONG SECURITIES CORPORATION*** *(the "**Company**" or "**TPS**")*

Giấy phép hoạt động kinh doanh chứng khoán số: 49/UBCK-GPHĐKD do UBCKNN cấp lần đầu ngày 29/12/2006

Securities Business License No.: 49/UBCK-GPHĐKD first issued by the State Securities Commission (SSC) on 29 December 2006

Mã số doanh nghiệp: 0304814339

Enterprise code: 0304814339

Địa chỉ trụ sở chính: Tầng 12, Tòa nhà Doji, số 5 Lê Duẩn, Phường Ba Đình, Hà Nội

Head office address: 12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi

II. MỤC ĐÍCH LẤY Ý KIẾN CỔ ĐÔNG BẰNG VĂN BẢN / *PURPOSE OF COLLECTING SHAREHOLDERS' WRITTEN OPINIONS*

Lấy ý kiến cổ đông bằng văn bản để thông qua các vấn đề thuộc thẩm quyền của Đại Hội Đồng Cổ Đông ("**ĐHĐCĐ**").

*To collect shareholders' written opinions to approve matters within the authority of the General Meeting of Shareholders ("**GMS**").*

Tài liệu có liên quan bao gồm Dự thảo Nghị quyết ĐHĐCĐ, Tờ trình của HĐQT số 07/2026/TTr-TPS.HĐQT ngày 23/10/2026 và Tờ trình của HĐQT số 08/2026/TTr-TPS.HĐQT ngày 23/10/2026.

Related documents include the Draft GMS Resolution, the BOD's Proposal No. 07/2026/TTr-TPS.HDQT dated 23 October 2026 and the BOD's Proposal No. 08/2026/TTr-TPS.HDQT dated 23 October 2026.

III. BAN KIỂM PHIẾU / *VOTE COUNTING COMMITTEE*

1. Trưởng Ban kiểm phiếu: Ông Nguyễn Hồng Quân - Chủ tịch Hội Đồng Quản Trị.

Head of the Vote Counting Committee: Mr. Nguyen Hong Quan - Chairman of the Board of Directors.

2. Người giám sát kiểm phiếu: Bà Nguyễn Thị Phương Thủy - Thành viên Ban Kiểm Soát.

Vote Counting Supervisor: Ms. Nguyen Thi Phuong Thuy - Member of the Board of Supervisors.

3. Người kiểm phiếu: Bà Nguyễn Thị Ngọc Thảo - Chánh Văn phòng Hội Đồng Quản Trị.

Vote Counter: Ms. Nguyen Thi Ngoc Thao - Chief of the BOD Office.

IV. KẾT QUẢ KIỂM PHIẾU / *VOTE COUNTING RESULTS*

1. **Phương thức gửi phiếu biểu quyết:** Gửi trực tiếp/gửi qua bưu điện đến địa chỉ trụ sở chính của Công Ty hoặc gửi thư điện tử đến địa chỉ email của Công Ty trước **16:00 ngày 04/11/2026**.

Method of submitting ballots: *By hand delivery/post to the Company's head office or by email to the Company's email address before **16:00 on 04 November 2026**.*

2. **Tổng hợp Phiếu lấy ý kiến cổ đông bằng văn bản:**

Summary of shareholders' written opinion ballots:

- Tổng số cổ đông của Công Ty tại ngày đăng ký cuối cùng **21/08/2026** để thực hiện quyền lấy ý kiến cổ đông bằng văn bản: **13.599** cổ đông, sở hữu **623.930.904** cổ phần, tương đương **623.930.904** phiếu biểu quyết, chiếm **100%** tổng số phiếu biểu quyết của tất cả cổ đông của Công Ty.

*Total number of shareholders of the Company as of the record date of **21 August 2026** for exercising the right to give written opinions: **13,599** shareholders, holding **623,930,904** shares, equivalent to **623,930,904** votes, representing **100%** of the total votes of all shareholders of the Company.*

- Tổng số Phiếu lấy ý kiến thu về được tính là Phiếu tham gia biểu quyết: **429.165.084** phiếu biểu quyết, chiếm **68,78%** tổng số phiếu biểu quyết. Trong đó:

*Total number of returned ballots counted as ballots participating in the vote: **429,165,084** votes, representing **68.78%** of the total votes, of which:*

  - **Số Phiếu thu về hợp lệ: 429.165.084** phiếu biểu quyết, chiếm **68,78%** tổng số phiếu biểu quyết.

    ***Number of valid ballots returned: 429,165,084** votes, representing **68.78%** of the total votes.*

  - **Số Phiếu thu về không hợp lệ: 0** phiếu biểu quyết, chiếm **0,00%** tổng số phiếu biểu quyết.

    ***Number of invalid ballots returned: 0** votes, representing **0.00%** of the total votes.*

- Tổng số Phiếu lấy ý kiến không gửi về Công Ty được tính là Phiếu không tham gia biểu quyết: **194.765.820** phiếu biểu quyết, chiếm **31,22%** tổng số phiếu biểu quyết.

*Total number of ballots not returned to the Company, counted as ballots not participating in the vote: **194,765,820** votes, representing **31.22%** of the total votes.*

3. **Kết quả kiểm phiếu đối với từng vấn đề cụ thể:**

Vote counting results for each matter:

STT *No.*	Vấn đề lấy ý kiến *Matters for voting*	Kết quả kiểm phiếu *Voting results*
1	**Thông qua việc sửa đổi, bổ sung Điều Lệ của Công Ty theo Tờ trình của HĐQT số 07/2026/TTr-TPS.HĐQT ngày 23/10/2026.** *Approval of the amendments and supplements to the Company's Charter under the BOD's Proposal No. 07/2026/TTr-TPS.HDQT dated 23 October 2026.*	- **Tán thành:** 429.165.084 phiếu biểu quyết, chiếm 68,78% tổng số phiếu biểu quyết; ***Agree:*** *429,165,084 votes, representing 68.78% of the total votes;* - **Không tán thành:** 0 phiếu biểu quyết, chiếm 0,00% tổng số phiếu biểu quyết; ***Disagree:*** *0 votes, representing 0.00% of the total votes;* - **Không có ý kiến:** 0 phiếu biểu quyết, chiếm 0,00% tổng số phiếu biểu quyết. ***No opinion:*** *0 votes, representing 0.00% of the total votes.*
2	**Thông qua việc triển khai thực hiện hoạt động "Cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán" theo Tờ trình của HĐQT số 08/2026/TTr-TPS.HĐQT ngày 23/10/2026.** *Approval of the implementation of the "Provision of securities transaction clearing and settlement services" under the BOD's Proposal No. 08/2026/TTr-TPS.HDQT dated 23 October 2026.*	- **Tán thành:** 429.165.084 phiếu biểu quyết, chiếm 68,78% tổng số phiếu biểu quyết; ***Agree:*** *429,165,084 votes, representing 68.78% of the total votes;* - **Không tán thành:** 0 phiếu biểu quyết, chiếm 0,00% tổng số phiếu biểu quyết; ***Disagree:*** *0 votes, representing 0.00% of the total votes;* - **Không có ý kiến:** 0 phiếu biểu quyết, chiếm 0,00% tổng số phiếu biểu quyết. ***No opinion:*** *0 votes, representing 0.00% of the total votes.*
3	**Giao/ủy quyền cho HĐQT tổ chức triển khai, ban hành Điều Lệ đã được ĐHĐCĐ thông qua tại Nội dung 1 và tổ chức triển khai các công việc cần thiết để hoàn thiện các điều kiện và thực hiện thủ tục đề nghị cấp phép hoạt động "Cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán" đã được ĐHĐCĐ thông qua tại Nội dung 2 nêu trên.** *To assign/authorize the BOD to organize the implementation and promulgation of the Charter approved by the GMS under Item 1, and to organize the implementation*	- **Tán thành:** 429.165.084 phiếu biểu quyết, chiếm 68,78% tổng số phiếu biểu quyết; ***Agree:*** *429,165,084 votes, representing 68.78% of the total votes;* - **Không tán thành:** 0 phiếu biểu quyết, chiếm 0,00% tổng số phiếu biểu quyết; ***Disagree:*** *0 votes, representing 0.00% of the total votes;* - **Không có ý kiến:** 0 phiếu biểu quyết, chiếm 0,00% tổng số phiếu biểu quyết. ***No opinion:*** *0 votes, representing 0.00% of the total votes.*

	of the work necessary to satisfy the conditions and carry out the procedures for applying for a license for the "Provision of securities transaction clearing and settlement services" approved by the GMS under Item 2 above.	

4. KẾT LUẬN / *CONCLUSION*

STT *No.*	Vấn đề lấy ý kiến *Matters for voting*	Kết luận *Conclusion*
1	**Thông qua việc sửa đổi, bổ sung Điều Lệ của Công Ty theo Tờ trình của HĐQT số 07/2026/TTr-TPS.HĐQT ngày 23/10/2026.** *Approval of the amendments and supplements to the Company's Charter under the BOD's Proposal No. 07/2026/TTr-TPS.HDQT dated 23 October 2026.*	- Thông qua với tỷ lệ biểu quyết tán thành đạt **68,78%.** *Approved with an approval rate of **68.78%**.*
2	**Thông qua việc triển khai thực hiện hoạt động "Cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán" theo Tờ trình của HĐQT số 08/2026/TTr-TPS.HĐQT ngày 23/10/2026.** *Approval of the implementation of the "Provision of securities transaction clearing and settlement services" under the BOD's Proposal No. 08/2026/TTr-TPS.HDQT dated 23 October 2026.*	- Thông qua với tỷ lệ biểu quyết tán thành đạt **68,78%.** *Approved with an approval rate of **68.78%**.*
3	**Giao/ủy quyền cho HĐQT tổ chức triển khai, ban hành Điều Lệ đã được ĐHĐCĐ thông qua tại Nội dung 1 và tổ chức triển khai các công việc cần thiết để hoàn thiện các điều kiện và thực hiện thủ tục đề nghị cấp phép hoạt động "Cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán" đã được ĐHĐCĐ thông qua tại Nội dung 2 nêu trên.** *To assign/authorize the BOD to organize the implementation and promulgation of the Charter approved by the GMS under Item 1, and to organize the implementation of the work necessary to satisfy the conditions and carry out the procedures for applying for a license for the "Provision of securities transaction clearing and settlement services" approved by the GMS under Item 2 above.*	- Thông qua với tỷ lệ biểu quyết tán thành đạt **68,78%.** *Approved with an approval rate of **68.78%**.*

Ban kiểm phiếu đã xem xét, thống nhất thông qua toàn văn nội dung Biên bản này và chịu trách nhiệm trước pháp luật, Đại Hội Đồng Cổ Đông về tính chính xác, trung thực của các nội dung trong Biên bản.

The Vote Counting Committee has reviewed and unanimously approved the full text of these Minutes and shall be responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the contents of these Minutes.

Biên bản được lập thành 02 (hai) bản gốc và được lưu giữ tại trụ sở chính của Công Ty theo quy định của pháp luật và Điều Lệ.

These Minutes are made in 02 (two) original and kept at the Company's head office in accordance with the law and the Charter.

Trưởng Ban kiểm phiếu
Head of the Vote Counting Committee

S.G.P: 49 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
P. BA ĐÌNH - T.P HÀ NỘI

NGUYỄN HỒNG QUÂN
Chủ tịch Hội Đồng Quản Trị
Chairman of the Board of Directors

Người giám sát kiểm phiếu
Vote Counting Supervisor

NGUYỄN THỊ PHƯƠNG THỦY
Thành viên Ban Kiểm Soát
Member of the Board of Supervisors

Người kiểm phiếu
Vote Counter

NGUYỄN THỊ NGỌC THẢO
Chánh Văn phòng Hội Đồng Quản Trị
Chief of the BOD Office

CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**
TIEN PHONG SECURITIES CORPORATION	**Độc lập - Tự do - Hạnh phúc**
	SOCIALIST REPUBLIC OF VIETNAM
	Independence - Freedom - Happiness
Số: 02/2026/NQ-ĐHĐCĐ	*Hà Nội, ngày 04 tháng 11 năm 2026*
No.: 02/2026/NQ-DHDCD	*Hanoi, 04 November 2026*

NGHỊ QUYẾT
RESOLUTION
ĐẠI HỘI ĐỒNG CỔ ĐÔNG
OF THE GENERAL MEETING OF SHAREHOLDERS
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG ("**Công Ty**" hoặc "**TPS**")
*TIEN PHONG SECURITIES CORPORATION (the "**Company**" or "**TPS**")*

- *Căn cứ Luật Doanh Nghiệp, Luật Chứng Khoán và các quy định của pháp luật khác có liên quan;*

  Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;
- *Căn cứ Điều lệ tổ chức và hoạt động của Công Ty Cổ Phần Chứng Khoán Tiên Phong ("**Điều Lệ**");*

  *Pursuant to the Charter of Organization and Operation of Tien Phong Securities Corporation (the "**Charter**");*
- *Căn cứ Biên bản kiểm phiếu lấy ý kiến cổ đông bằng văn bản số 02/2026/BBKPBQ-ĐHĐCĐ lập ngày 04 tháng 11 năm 2026;*

  Pursuant to the Minutes of Vote Counting of Shareholders' Written Opinions No. 02/2026/BBKPBQ-DHDCD dated 04 November 2026;

QUYẾT NGHỊ:
RESOLVES:

Điều 1. Thông qua các nội dung sau đây:

Article 1. *To approve the following contents:*

1. Thông qua việc sửa đổi, bổ sung Điều Lệ của Công Ty theo Tờ trình của HĐQT số 07/2026/TTr-TPS.HĐQT ngày 23 tháng 10 năm 2026.

   Approval of the amendments and supplements to the Company's Charter under the BOD's Proposal No. 07/2026/TTr-TPS.HĐQT dated 23 October 2026.

2. Thông qua việc triển khai thực hiện hoạt động "Cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán" theo Tờ trình của HĐQT số 08/2026/TTr-TPS.HĐQT ngày 23 tháng 10 năm 2026.

   Approval of the implementation of the provision of securities transaction clearing and settlement services under the BOD's Proposal No. 08/2026/TTr-TPS.HĐQT dated 23 October 2026.

Điều 2. Giao/ủy quyền cho Hội Đồng Quản Trị tổ chức triển khai, ban hành Điều Lệ đã được Đại Hội Đồng Cổ Đông thông qua tại Khoản 1 Điều 1 và tổ chức triển khai các công việc cần thiết để hoàn thiện các điều kiện và thực hiện thủ tục đề nghị cấp phép hoạt động "Cung cấp dịch vụ bù trừ, thanh toán giao dịch chứng khoán" tại Khoản 2 Điều 1 nêu trên.

Article 2. *To assign/authorize the Board of Directors to organize the implementation and promulgation of the Charter approved by the General Meeting of Shareholders under Clause 1, Article 1, and to organize the implementation of the work necessary to satisfy the conditions and carry out the procedures for applying for a license for the "Provision of securities transaction clearing and settlement services" under Clause 2, Article 1 above.*

Điều 3. Nghị quyết này có hiệu lực kể từ ngày 04 tháng 11 năm 2026. Hội Đồng Quản Trị, Ban Kiểm Soát, Ban Điều Hành và các đơn vị, cá nhân có liên quan chịu trách nhiệm thi hành Nghị quyết này.

Article 3. *This Resolution takes effect from 04 November 2026. The Board of Directors, the Board of Supervisors, the Executive Board and relevant units and individuals shall be responsible for implementing this Resolution.*

TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE GMS
CHAIRMAN OF THE BOD

CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
P. BA ĐÌNH - T.P HÀ NỘI

NGUYỄN HỒNG QUÂN

Nơi nhận:
- Như Điều 3 (để thực hiện);
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- *Information disclosure as prescribed;*
- *Archived: BOD Office.*

TPS
TIEN PHONG SECURITIES

CHARTER OF ORGANIZATION AND OPERATION
TIEN PHONG SECURITIES CORPORATION

04 November, 2026

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LEGAL BASIS

1. Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and the documents amending, supplementing and guiding the implementation of the Law on Enterprises (**LOE 2020**);
2. Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, and the documents amending, supplementing and guiding the implementation of the Law on Securities (**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 Law on Securities, 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, and other amending and supplementing documents, if any (**Decree 155/2020/ND-CP**);
4. Circular No. 91/2020/TT-BTC dated 13 November 2020 of the Ministry of Finance providing for financial prudential ratios and measures to be taken against securities business organizations that fail to meet the financial prudential ratios, and Circular No. 102/2025/TT-BTC dated 29 October 2025 of the Ministry of Finance amending and supplementing a number of articles of Circular No. 91/2020/TT-BTC (**Circular 91/2020/TT-BTC**);
5. Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities (**Circular 116/2020/TT-BTC**);
6. Circular No. 121/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing for the operation of securities companies, Circular No. 68/2024/TT-BTC dated 18 September 2024 and Circular No. 08/2026/TT-BTC dated 03 February 2026 of the Ministry of Finance amending and supplementing a number of articles of Circular No. 121/2020/TT-BTC, and other amending and supplementing documents, if any (**Circular 121/2020/TT-BTC**);
7. Circular No. 96/2020/TT-BTC dated 16 November 2020 of the Ministry of Finance guiding information disclosure on the securities market, Circular No. 68/2024/TT-BTC dated 18 September 2024, Circular No. 18/2025/TT-BTC and Circular No. 08/2026/TT-BTC dated 03 February 2026 of the Ministry of Finance amending and supplementing a number of articles of Circular No. 96/2020/TT-BTC, and other amending and supplementing documents, if any (**Circular 96/2020/TT-BTC**);
8. Circular No. 48/2019/TT-BTC dated 08 August 2019 of the Ministry of Finance guiding the making and handling of provisions for decline in value of inventories, 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 of the Ministry of Finance amending a number of articles of Circular No. 48/2019/TT-BTC (**Circular 48/2019/TT-BTC**);
9. Circular No. 135/2025/TT-BTC dated 26 December 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 29 December 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 29 December 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 Company[1].

   f. "**Major shareholder**" means a shareholder owning 5% or more of the Company's voting shares[2].

   g. "**Dividend**" means the after-tax profit paid for each share in cash or other assets[3].

   h. "**Company Manager**" or "**Manager**" means a manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director[4].

   i. "**Internal persons**" or "**Insiders**" include the Chairperson of the Board of Directors, members of the Board of Directors, the Legal Representative(s), the General Director, Deputy General Directors, the Chief Financial Officer, the Chief Accountant; the Head of the Board of Supervisors and members of the Board of Supervisors; members of the Internal Audit Department; the Company Secretary, the Person in charge of corporate governance, the Person authorized to disclose information and equivalent positions elected by the General Meeting of Shareholders or appointed by the Board of Directors.

   j. "**Executive Board**" means the General Director, Deputy General Director(s), Directors/Heads of Divisions and equivalent positions, 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 Law on Securities.

   l. "**Persons with family relations**" means persons having relationships as prescribed in Clause 22, Article 4 of the Law on Enterprises.

   m. "**Foreign ownership ratio**" means the aggregate ratio of shares held by all foreign investors and by economic organizations in which foreign investors hold more than 50% of the charter capital, to the Charter Capital of the Company.

   n. **"Law on Enterprises"** means the Law 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.

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[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

o. **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented from time to time.

2. In this Charter, references to any legal document shall include any amendments, supplements or replacements thereto.

3. The headings (of Points, Clauses, Articles, Sections and Chapters of this Charter) are inserted for convenience of reference only and shall not affect the interpretation of the contents and meaning of this Charter.

4. Words or terms defined in the Law on Enterprises and the Law on Securities shall have the same meanings in this Charter unless the context otherwise requires.

CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, OPERATIONAL NETWORK, TERM OF OPERATION AND LEGAL REPRESENTATIVE

Article 2. Name, Legal Form, Head Office, Operational Network, Term of Operation

1. Company Name:

   - Name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
   - Name in English: TIEN PHONG SECURITIES CORPORATION
   - Trading name: TP SECURITIES
   - Abbreviation: TPS

2. The Company is a joint stock company, having legal entity status in accordance with the current laws of Vietnam.

3. Head Office of the Company:

   - Head Office Address: 12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi.
   - Phone: (028) 39118014 Fax: (028) 39118015
   - Email: tpbs@tpbs.com.vn Website: www.tpbs.com.vn

4. The Company's operational network:

   a. The Company may establish branches, transaction offices and representative offices within and outside the territory of Vietnam to implement the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law;

   b. Branches, transaction offices and representative offices are dependent units of the Company, and the Company shall take full responsibility for their operations;

   c. The name of the branch, transaction office or representative office must bear the name of the Company accompanied by the phrase "branch", "transaction office" or "representative office" and its own distinctive name;

   d. The Company shall only conduct business activities at its head office, branches and transaction offices approved by the State Securities Commission.

5. The Company's term of operation shall commence on the date the Company is granted the Establishment and Operation License for the first time by the State Securities Commission and shall be indefinite, except in the case of early termination of operation as prescribed in Clause 4, Article 92 of this Charter.

Article 3. Legal Representative[5]

1. The Legal Representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, represents the Company as the requester for settlement of civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration and courts, and exercises other rights and performs other obligations as prescribed by law.

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

2. The Company has 01 (one) Legal Representative, who is the Chairperson of the Board of Directors.

3. The Legal Representative of the Company must reside in Vietnam. When leaving Vietnam, the Legal Representative must authorize in writing another individual who is a Manager or Internal Person of the Company residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In such case, the Legal Representative shall remain responsible for the exercise of the rights and performance of the obligations so authorized.

4. If, 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 not made any 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 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, goes missing, is subject to criminal prosecution, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory drug rehabilitation establishment or a compulsory education institution, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions, practicing certain professions or doing certain jobs, the Board of Directors shall appoint another person as the Legal Representative of the Company.

Article 4. Responsibilities of the Company's Legal Representative[6]

1. The Legal Representative of the Company has the following responsibilities:

   a. To exercise the assigned rights and perform the assigned obligations honestly, prudently and to the best of his/her ability to ensure the legitimate interests of the Company;

   b. To be loyal to the interests of the Company; not to abuse his/her position or use information, know-how, business opportunities or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

   c. To promptly, fully and accurately notify the Company of enterprises in which he/she or his/her related persons own shares or capital contributions in accordance with the provisions of law.

2. The Legal Representative of the Company shall be personally liable in accordance with the provisions of law for damage caused to the Company due to the breach of the 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.

CHAPTER III. SCOPE, BUSINESS OBJECTIVES AND ACTIVITIES

Article 6. Business Scope and Operations[7]

1. The Company is permitted to conduct all activities within the scope of the business operations licensed by the State Securities Commission, including:

   a. Securities brokerage;

   b. Proprietary trading of securities;

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[6] Article 13 LOE 2020

[7] Articles 72, 86 of the LOS 2019

c. Securities underwriting;

d. Securities investment consulting.

2. In addition to the securities business operations specified in Clause 1 of this Article, the Company is permitted to provide securities and financial products and services and/or carry out activities in other business lines in accordance with the provisions of law 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. Creating a professional working environment and favorable conditions for talent development, and improving 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 Law on Enterprises, the Law on Securities and other relevant laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 9. Charter Capital and Foreign Ownership Ratio

1. The Charter Capital of the Company is divided into equal portions called shares, with a par value of VND 10,000 (ten thousand Vietnam Dong) per share.
2. The Charter Capital of the Company is the total par value of all types of shares sold[8] and must not be lower than the minimum charter capital as prescribed by law. The Company shall carry out registration procedures with the competent State authority to record the Charter Capital of the Company from time to time on the Establishment and Operation License and/or Enterprise Registration Certificate in accordance with the provisions of law.
3. The Company may increase or decrease the Charter Capital upon approval by the General Meeting of Shareholders in accordance with the provisions of law and the Charter[9] (information on the increases of the Charter Capital of the Company is updated in Appendix 01 - Charter Capital attached to the Charter).
4. The foreign ownership ratio in the Company is 49% (forty-nine percent).[10]

Article 10. Types of Shares[11]

1. As of the date of adoption of this Charter, the Company has issued ordinary shares only. Owners of ordinary shares are ordinary shareholders.
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 law. Preference shares include the following types:

   a. Dividend preference shares;

   b. Redeemable preference 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 law.

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[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

3. Characteristics of the types of preference shares:

   a. Voting preference shares are ordinary shares carrying more votes than other ordinary shares; the number of votes of each 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 shares[12];

   b. Dividend preference shares are shares entitled to dividends at a rate higher than that of ordinary shares or at 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 stated on the share certificates of dividend preference shares[13];

   c. Redeemable preference shares are shares that are redeemed by the Company at the request of the holder or under the conditions stated on the share certificates of the redeemable preference shares and the Charter (if any).[14]

4. Persons entitled to purchase dividend preference shares, redeemable 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 preference shares. Preference 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 underlying ordinary shares. Non-voting depository certificates have economic interests and obligations corresponding to the underlying 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 law and the Charter.

Article 11. Shareholders[15]

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 abuse their advantages to the detriment of the rights and interests of the Company and other shareholders.

3. Shareholders owning 10% or more of the Charter Capital must fully notify the Company within 24 (twenty-four) hours from the receipt of information in the following cases:

   a. Their shares are frozen, pledged or handled under a court decision;

   b. The shareholder, being an organization, decides to change its name or undergoes a division, separation, dissolution or bankruptcy.

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 owning 10% or more of the Charter Capital and its related persons must not own more than 5% of the charter capital of another securities company[16].

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

6. Shareholders who are foreign investors must meet the conditions specified in Article 77 of the Law on Securities[17].

Article 12. Rights of Ordinary Shareholders[18]

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 law 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. Be given priority to purchase newly offered shares in proportion 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 law and the Charter and/or under the conditions specified on the share certificates 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, look up, 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, receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;

   h. Other rights as prescribed by law 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 subject to approval by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

   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 Law on Enterprises;

   d. Other rights as prescribed by law and the Charter (if any).

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 or the obligations of Managers, or makes decisions beyond its authority;

   b. Other cases as prescribed by the Charter and the provisions of law (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 Law on Enterprises. The request for convening a meeting must be accompanied by documents and evidence on the violations of the Board of Directors, the extent of the violations or the decisions made beyond its authority. Shareholders or groups of shareholders shall take full responsibility before the law for the accuracy and truthfulness of documents and evidence provided to the

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[17] Point d, Clause 2, Article 74 of the LOS 2019
[18] Article 115 LOE 2020

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 Shares[19]

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 that voting preference shares may not be transferred to other persons, except in the case of transfer under legally effective judgments or decisions of the Court or inheritance.

Article 14. Rights of Shareholders Owning Dividend Preference Shares[20]

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 redeemed all redeemable preference shares upon its dissolution or bankruptcy.
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 Law on Enterprises.

Article 15. Rights of Shareholders Owning Redeemable Preference Shares[21]

1. Be refunded the contributed capital by the Company in accordance with 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 redeemable 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 Law on Enterprises.

Article 16. Obligations of Shareholders[22]

1. Pay in full and on time for the shares subscribed. Shareholders are only liable for the Company's debts and other property obligations to the extent of the capital contributed to the Company.
2. Not 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 law. In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and persons with related interests in the Company shall be jointly liable 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. Keep confidential the information provided by the Company in accordance with the provisions of law and the Charter; use the information provided only to exercise and protect their legitimate

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[19] Article 116 of the LOE 2020
[20] Article 117 of the LOE 2020
[21] Article 118 LOE 2020
[22] Article 119 LOE 2020

rights and interests; and not disseminate, copy or send information provided by the Company to other organizations and individuals.

6. Perform other obligations as prescribed by law and the Charter (if any).

Article 17. Authorized Representatives of Institutional Shareholders[23]

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. A shareholder being an organization 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 only take effect against 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 Law on Enterprises.

5. The authorized representative must meet the criteria and conditions specified in Clause 5, Article 14 of the Law on Enterprises.

6. Responsibilities of the authorized representative of shareholders being organizations[24]:

   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 the law. Any restrictions imposed by shareholders on authorized representatives in exercising the rights and obligations of the corresponding shareholders at the General Meeting of Shareholders shall not be effective against 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 honestly, prudently and to the best of their ability, 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 Shareholders[25]

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 Register of Shareholders/List of Shareholders may 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 Law 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

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[23] Article 14 LOE 2020
[24] Article 15 LOE 2020
[25] Article 122 LOE 2020

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 changes of shareholders in the Register of Shareholders/List of Shareholders at the request of relevant shareholders in accordance with the provisions of law.

Article 19. Shares, Financial Products and Other Securities

1. Shares[26]:

   a. Shares are securities that confirm the legal rights and interests of the owner to a part of the Company's share capital. Share certificates must contain all the main contents as prescribed in Clause 1, Article 121 of the Law 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 Legal Representative of the Company shall be liable for damage caused by such errors.

   c. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be reissued share certificates by the Company at the request of such shareholders. The shareholder's request must include the following contents:

      (i) Information about shares that have been lost, damaged or otherwise destroyed;

      (ii) A commitment 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 (put 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 exercise[27].

   b. The warrant holder is a partially secured creditor of the Company and has the rights and obligations prescribed by law, the prospectus for the offering of warrants (including but not limited to the rights to receive cash payment or receive the transfer of the underlying securities; the rights to transfer, donate, bequeath, pledge, mortgage, etc.).

   c. The Company may conduct public offerings of secured warrants in accordance with the limits, conditions, order and procedures prescribed by law from time to time.

3. Financial products[28]: The Company may offer financial products and perform all related operations in accordance with the provisions of law 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 authorized by the Legal Representative of the Company and the Company's seal or issued in electronic form in accordance with the provisions of law from time to time[29].

Article 20. Adjustment of Charter Capital

1. Increase of Charter Capital[30]: After officially conducting securities trading activities, upon the approval of the General Meeting of Shareholders and the State Securities Commission in

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[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
[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

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 the Charter Capital: issuance of shares to pay dividends; issuance of shares to increase share capital from equity; issuance of shares under the employee stock option program; issuance of shares for conversion of convertible bonds; issuance of shares for the exercise of warrants;

d. Other forms as prescribed by law (if any).

2. Reduction of Charter Capital[31]:

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 the Charter Capital in accordance with the provisions of Article 36 of the Law on Securities;

(ii) Redemption of shares at the request of shareholders specified in Article 21 of the Charter;

(iii) Other forms as prescribed by law (if any).

b. The Company shall reduce the Charter Capital in accordance with the provisions of the Law on Enterprises and the Law 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 available capital ratio after the capital reduction is at least 180%;

(iii) Capital reductions must be at least 12 (twelve) months apart;

(iv) Satisfying the conditions for redemption of its own shares specified in Article 36 of the Law on Securities;

(v) Meeting the regulations on foreign ownership ratio in accordance with the laws on securities.

3. The order and procedures for increasing and decreasing the Charter Capital in each case shall comply with relevant laws.

4. After completing the increase or decrease of the Charter Capital, the Company shall carry out the procedures for adjusting (i) the Establishment and Operation License and (ii) the Company's Enterprise Registration Certificate in accordance with relevant laws.

Article 21. Redemption of Shares at the Request of Shareholders[32]

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 against the resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders specified in the Charter have the right to 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

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[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

case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The Company shall nominate at least 03 (three) valuation organizations for the shareholder to choose from, and such choice shall be final.

Article 22. Transfer of Shares[33]

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

Article 23. Bond Offering[34]

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 law.
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 Administration[35]

1. The Company must comply with the provisions of the Law on Securities, the Law on Enterprises and relevant laws on corporate governance.
2. The Company shall act honestly towards customers and shall not infringe upon their property or 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 Law on Securities, the Law on Enterprises and relevant laws.
4. Other principles as prescribed by law and the Charter (if any).

Article 25. Organizational Structure of Governance, Management and Control [36]

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 Shareholders[37]

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
   a. Approving the development orientation of the Company;
   b. Deciding on the types of shares and the total number of shares of each type entitled to be offered for sale; deciding on the annual dividend rate of each type of shares;

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[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

c. Electing, relieving and dismissing members of the Board of Directors and members of the Board of Supervisors;

d. Approving investments in or sales of assets valued at 35% or more of the total value of assets recorded in the Company's latest audited financial statements;

e. Deciding on amendments and supplements to the Charter;

f. Approving the audited annual financial statements;

g. Considering and handling violations by members of the Board of Directors and Supervisors that cause damage to the Company and the Company's shareholders;

h. Deciding on the reorganization and dissolution of the Company;

i. Deciding 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 Regulations on Corporate Governance, the Operating Regulations of the Board of Directors and the Operating Regulations of the Board of Supervisors;

k. Approving the list of independent auditing firms; deciding on an independent auditing firm to audit the Company's operations; and dismissing independent auditors when deeming it necessary;

l. Other rights and obligations as prescribed by relevant laws and the Charter (if any).

Article 27. Meetings of the General Meeting of Shareholders[38]

1. The annual General Meeting of Shareholders is held 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 venue of the General Meeting of Shareholders is the place where the chairperson of the meeting attends the meeting and must be within 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) months[39].

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 and the General Director;

   e. Report on the self-assessment of the performance of the Board of Supervisors and each Supervisor;

   f. Dividend rate for each share of each type;

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

Article 28. Convening the General Meeting of Shareholders[40]

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

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[38] Article 139 LOE 2020
[39] Clause 2, Article 7 of Circular 121/2020/TT-BTC
[40] Article 140 LOE 2020

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 law;

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 law 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 from the date of receipt of 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 Law 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 damage 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 Law 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. Provide information and settle complaints related to the list of shareholders;

c. Prepare the agenda and contents of the meeting;

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 Law 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 (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 Supervisors[41].

7. In case the audit report of the Company's annual financial statements contains a qualified opinion, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that audited the Company's financial statements to attend the Annual General Meeting of Shareholders and such representative shall be responsible for attending the Company's Annual General Meeting of Shareholders[42].

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

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

8. All expenses for convening and conducting the General Meeting of Shareholders under this Article shall be reimbursed 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 Shareholders[43]

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 date[44]. 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 legal document number of individual shareholders; the name, enterprise code or legal document number and head office address of institutional shareholders; and the number of shares of each type and the number and date of shareholder registration 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 correction of inaccurate information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Managers of the Company must promptly provide information in the Register of Shareholders/List of Shareholders, correct and supplement inaccurate information at the request of shareholders; and shall compensate for damage arising from the failure to provide, or the late or inaccurate provision of, information on the Register of Shareholders/List of Shareholders as requested. The order and procedures for requesting the provision of information in the Register of Shareholders/List of Shareholders shall comply with the provisions of the Charter.

Article 30. Agenda and Contents of the General Meeting of Shareholders[45]

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 proposal 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, the convener must reply in writing and clearly state the reason. The convener of the General Meeting of Shareholders has the right to reject the proposal if it falls into one of the following cases:

   a. The proposal is sent in contravention of the provisions of Clause 2 of this Article;

   b. At the time of the proposal, 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 proposed issue does not fall 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

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[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

for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 31. Invitation to the General Meeting of Shareholders[46]

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 a method that ensures delivery to the contact addresses of the shareholders and posted on the Company's website; in case the Company deems it necessary, it shall also be published in a 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 Shareholders[47]

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, the authorization contents, scope of authorization, authorization duration, and 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. Authorizing other individuals and organizations to attend and vote at meetings;
   c. Attending and voting through online conferences;
   d. Voting through the electronic voting system;
   e. Sending votes to the meeting by mail, fax, email or other forms as prescribed by law and the Charter (if any).

Article 33. Conditions for Conducting the General Meeting of Shareholders[48]

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.

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[46] Article 143 of the LOE 2020
[47] Article 144 of the LOE 2020
[48] Article 145 LOE 2020

2. In case the first meeting does not satisfy the conditions to be conducted 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 does not satisfy the conditions to be conducted 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 meeting of the General Meeting of Shareholders shall be 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 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 Shareholders[49]

Meetings and voting at the General Meeting of Shareholders shall be conducted as follows:

1. Before the opening of the meeting, shareholders attending the General Meeting of Shareholders must be registered.

2. The election of the Chairperson, Secretary and Vote Counting Committee of the General Meeting of Shareholders shall be as follows:

   a. The Chairperson of the Board of Directors shall chair, or authorize another member of the Board of Directors to chair, 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 unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of them to chair the meeting by majority vote. If no chairperson can be elected, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the chairperson of the meeting, and the person receiving the highest number of votes shall chair the meeting;

   b. Except for the case specified at Point a of this Clause, the person who signs the decision to convene the meeting of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairperson of the meeting, and the person receiving the highest number of votes shall 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 proposal 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 agenda must specify 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 agenda and reflecting the wishes of the majority of the participants.

5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. Voting shall be conducted by casting votes for, against or abstaining. 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 arriving after the meeting has opened may still register and shall have the right to participate and vote immediately after registration. In this case, the validity of matters already voted on shall not be affected.

7. The convener or chairperson of the General Meeting of Shareholders has the following rights:

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[49] Article 146 LOE 2020

a. Require all attendees to be subject to security checks or other lawful and reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders any person who fails to comply with the chairperson's direction, deliberately disrupts order, obstructs the normal progress of the meeting or fails to comply with security check requirements.

8. The Chairperson may postpone a meeting of the General Meeting of Shareholders that has the required number of registered attendees for a maximum of 03 (three) working days from the scheduled opening date, and may only postpone the meeting or change the meeting venue in the following cases:

a. The meeting venue does not have sufficient convenient seating for all attendees;

b. The means of communication at the meeting venue are not adequate for the participation, discussion and voting of shareholders attending the meeting;

c. There are attendees obstructing or disrupting order, posing a risk that the meeting may not be conducted fairly and lawfully.

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 conduct the meeting until its conclusion; all resolutions passed at that meeting shall be valid.

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 as decided by the convener of the General Meeting of Shareholders in each specific case.

An 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 law and the relevant internal regulations of the Company.

Article 35. Forms of Adopting Resolutions of the General Meeting of Shareholders[50]

1. The General Meeting of Shareholders may approve all matters under its jurisdiction by voting at a meeting or by 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 procedure for 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.

Article 36. Conditions for Adoption of Resolutions of the General Meeting of Shareholders[51]

1. A resolution on the following matters shall be adopted if it is approved by 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 the Charter Capital, types of shares and total number of shares of each type;

b. Change of business lines and sectors;

c. Changes in the organizational structure of the Company's management specified in Article 25 of the Charter;

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[50] Article 147 LOE 2020

[51] Article 148 of the LOE 2020

d. Approving the issue specified at Point d, Clause 2, Article 26 of the Charter;

e. Reorganization and dissolution of the Company.

2. Other resolutions shall be adopted when they are approved by shareholders representing 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 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 each shareholder has the right to cast all or part of its total votes for one or several candidates;

b. Elected members of the Board of Directors or the Board of Supervisors shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes, until the required number of members is elected;

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 the selection shall be made according to the criteria specified in the Election Regulations and/or as approved by the General Meeting of Shareholders on a case-by-case basis.

4. Where a resolution is adopted by collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by shareholders representing 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 sending 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. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of shareholders owning preference shares shall only be adopted if it is approved by shareholders of the same type of preference shares attending the meeting and owning 75% or more of the total preference shares of that type, or, where the resolution is adopted by collecting written opinions, if it is approved by shareholders owning 75% or more of the total preference shares of that type.

Article 37. Competence and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders[52]

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

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 date[53]. The Board of Directors shall prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders entitled to vote at least 10 (ten) days before the deadline for returning the opinion poll. The preparation of the list of shareholders to whom opinion polls are sent shall comply with the provisions of Clause 1 and Clause 2, Article 29 of the Charter. Requirements and methods of

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[52] Article 149 LOE 2020

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

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 Law 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 by mail: the completed opinion poll must be signed by the individual shareholder, or the authorized representative or legal representative of an institutional shareholder. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

   b. In case of sending by 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: compliance with the regulations on electronic voting applied by the Company from time to time;

   d. Opinion polls sent to the Company after the deadline specified in the opinion poll, or opened (in the case of sending by mail) or disclosed (in the case of sending by fax or email), shall be invalid. Opinion polls that are not returned shall be deemed as not participating in the voting.

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes 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 minutes must include the main contents specified in Clause 5, Article 149 of the Law on Enterprises.

   Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes, and jointly liable for damage arising from decisions adopted as a result of dishonest or 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 sending 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. Completed opinion polls, the vote counting minutes, the adopted resolution and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. A resolution adopted by collecting shareholders' written opinions shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 38. Minutes of the General Meeting of Shareholders[54]

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may also be made in a foreign language and must include the main contents specified in Clause 1, Article 150 of the Law on Enterprises.

In case the Chairperson or Secretary refuses to sign the minutes of the meeting, the minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. The minutes of the meeting shall 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.

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[54] Article 150 LOE 2020

4. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any discrepancy between the minutes in Vietnamese and those in a foreign language, the minutes in Vietnamese shall prevail.

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 may be replaced by posting them 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 Annul Resolutions of the General Meeting of Shareholders[55]

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 to consider and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' written opinions and for adopting the decision of the General Meeting of Shareholders seriously violate the provisions of the Law 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 law or the Charter.

Article 40. Effect of Resolutions of the General Meeting of Shareholders[56]

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 Law 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 of the Court or the Arbitrator to annul such resolution takes effect, except where provisional emergency measures are applied under a decision of a competent authority.

SECTION 2. BOARD OF DIRECTORS

Article 41. Rights and Obligations of the Board of Directors[57]

1. The Board of Directors is the management body of the Company and has full authority, in the name of the Company, to decide on and exercise the rights and obligations 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. Proposing the types of shares and the total number of shares entitled to be offered for sale of each type;

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[55] Article 151 of the LOE 2020
[56] Article 152 of the LOE 2020
[57] Article 153 LOE 2020

c. Deciding on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; deciding on raising additional capital in other forms;

d. Deciding on the selling price of shares and bonds of the Company within its authority, in accordance with the issuance plan and the provisions of law;

e. Deciding on investment plans and investment projects within its competence and within the limits prescribed by law;

f. Deciding on solutions for market development, marketing and technology;

g. Approving 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 law and the Charter;

h. Electing, relieving and dismissing the Chairperson of the Board of Directors and Vice Chairperson of the Board of Directors (if any); appointing, dismissing, entering into and terminating contracts with the General Director, Deputy General Directors and other managerial and executive positions under the competence of the Board of Directors in accordance with the provisions of law or internal regulations of the Company (if any); deciding on salaries, remuneration, bonuses and other benefits of such Managers; appointing authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and deciding on the remuneration and other benefits of such persons;

i. Supervising and directing the General Director and other Managers in running the Company's daily business;

j. Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, transaction offices and representative offices;

k. Deciding to establish committees 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. Preparing 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 the agenda and 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. Submitting the audited annual financial statements to the General Meeting of Shareholders;

n. Proposing the dividend rate; deciding 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; requesting the bankruptcy of the Company;

p. Other rights and obligations as prescribed by law and the Charter (if any).

3. The Board of Directors also has the following responsibilities[58]:

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 law, the Company's Charter and internal regulations;

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

d. Develop the Operating 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, the General Director and other Managers, including misuse of Company assets and abuse of related party transactions;

f. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with the law;

g. Appoint the Person in charge of corporate governance;

h. Organize training on corporate governance and necessary skills for members of the Board of Directors, the General Director, the 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 the law;

j. Pay dividends to shareholders in accordance with the provisions of law 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 member of the Board of Directors has one vote.

5. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Charter, causing damage to the Company, the members who voted for such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for the damage; members who voted against such resolution or decision shall be exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation of or annul such resolution or decision.

Article 42. Tenure and Number of Members of the Board of Directors[59]

1. The Board of Directors shall have no fewer than 03 (three) 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 shall ensure the following[60]:

   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) Having at least 02 (two) non-executive members in case the Company has from 06 (six) to 07 (seven) members of the Board of Directors.

   b. The number of independent members of the Board of Directors of the Company must ensure the following provisions:

      (i) Having at least 01 (one) independent member in case the Company has from 03 (three) to 05 (five) members of the Board of Directors;

      (ii) Having at least 02 (two) independent members in case the Company has from 06 (six) to 07 (seven) members of the Board of Directors.

2. The term of office of the Board of Directors and members of the Board of Directors shall not exceed 05 (five) years, and members may be re-elected for an unlimited number of terms, except that an individual may only be elected as an independent member of the Board of Directors for no more than 02 (two) consecutive terms.

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[59] Article 154 of the LOE 2020

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

3. Where the term of office of all members of the Board of Directors expires, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their work.

4. In case a member is elected to supplement or replace a member who has been relieved or dismissed during the term, the term of office of such member shall be the remaining term of the Board of Directors.

Article 43. Criteria and Conditions for Membership of the Board of Directors[61]

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 prohibition from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

   b. Having professional qualifications and experience in business administration or in the fields 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 concurrently be members of the Board of Directors, members of the Members' Council, or General Directors/Directors of other securities companies[62];

   d. A member of the Board of Directors of the Company may only be a member of the Board of Directors or the Members' Council of a maximum of 05 (five) other companies that are not securities companies[63].

2. Non-executive members of the Board of Directors are members of the Board of Directors who are not the General Director, a Deputy General Director, the Chief Financial Officer or the Chief Accountant of the Company[64].

3. An independent member of the Board of Directors must meet the following criteria and conditions:

   a. Not being a person currently working for the Company, its parent company or its subsidiaries, or a person who has worked for the Company, its parent company or its subsidiaries at any time during the preceding 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 or sister is a major shareholder of the Company or a manager of the Company or its subsidiaries;

   d. Not being 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 at any time during the preceding 05 (five) years, except where such person was appointed for 02 (two) consecutive terms;

   f. Other standards and conditions as prescribed by law (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 when they no longer fully meet the conditions specified in Clause 2 and Clause 3 of this Article and shall automatically cease to be non-executive members or independent members of the Board of Directors from the date on which they fail to meet such conditions. The Board of Directors must report the case of 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

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[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

members of the Board of Directors or the relevant independent members of the 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 Directors[65]

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 so that shareholders may learn about such candidates before voting. Candidates must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. The information disclosed on each candidate must include at least the following:

   a. Full name, date of birth;

   b. Professional qualifications;

   c. Work experience;

   d. Other managerial titles (including positions on the board of directors or members' council of other companies);

   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 holds the position of member of the Board of Directors or other managerial positions, and the interests of the candidate related to the Company (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 to be elected, the incumbent Board of Directors shall nominate additional 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 the law.

Article 45. Rights and Obligations of Members of the Board of Directors[66]

1. Members of the Board of Directors have full rights in accordance with the provisions of the Law on Enterprises, the Law 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 of members of the Board of Directors to be provided with information shall be exercised as follows[67]:

   a. Members of the Board of Directors have the right to request members of the Board of Directors and other Managers of the Company to provide information and documents on the financial situation and business activities of the Company and its units;

   b. Managers must provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

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[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

2. Members of the Board of Directors shall have the responsibilities prescribed by the Law on Enterprises, the Law on Securities, relevant laws and the Charter and, in addition, shall have the following responsibilities:

   a. Perform their duties honestly and prudently in 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 subsidiaries, affiliates and other organizations;

   d. Report to the Board of Directors at its nearest meeting 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 and related persons of such members; and transactions between the Company and a company of which a member of the Board of Directors is a founding member or has been a manager within the 03 (three) years preceding the transaction;

   e. Disclose information when trading the Company's shares in accordance with the provisions of law.

3. Each independent member of the Board of Directors must make an evaluation report on the operation of the Board of Directors[68].

Article 46. Chairperson of the Board of Directors[69]

1. The Chairperson of the Board of Directors shall be elected, relieved or dismissed by the Board of Directors from among its members. 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 Company[70].

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; convene and chair 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. Chair meetings 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 their assigned tasks and general rights and obligations;

   g. Other rights and obligations as prescribed by law 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 exercise 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, goes missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory drug rehabilitation establishment or a compulsory education establishment, absconds from his/her place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court 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 by majority vote of the remaining members until a new decision of the Board of Directors is issued.

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[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

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 convening and organization of 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; complying with obligations on information provision, information disclosure 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 law and the Charter (if any).

Article 47. Meetings of the Board of Directors[71]

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors held within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. If more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, 01 (one) of them to convene the 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. Notices of meetings of the Board of Directors, meeting agendas and related documents shall be sent in advance to the members of the Board of Directors within the time limit prescribed by law and the Charter. The Board of Directors shall meet at the Company's head office or elsewhere as decided by a majority of the Board of Directors. The venue of a meeting of the Board of Directors is the place where the chairperson of the meeting is present. Meetings of the Board of Directors may be held by online conference among the members when all or some of the 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 law (if any).

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and the issues to be discussed and decided within 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. If the Chairperson of the Board of Directors fails to convene a meeting of the Board of Directors as requested, the Chairperson of the Board of Directors shall be liable 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 shall have the right to convene the meeting of the Board of Directors in place of the Chairperson of the Board of Directors.

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, and the issues to be discussed and decided. The notice of invitation to the

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

meeting must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The notice of invitation to the meeting may be sent by letter, telephone, fax, electronic means or other means, provided 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 in the same manner as to members of the Board of Directors.

   The Board of Supervisors has the right to attend meetings of the Board of Directors and to participate in discussions but not to 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. If a meeting convened under this Clause does not have the required number of attending members, it may be convened a second time within 07 (seven) days from the intended date of the 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. Authorizing other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;

   c. Attending and voting through online conferences, electronic voting or other electronic forms;

   d. Sending the voting ballot to the meeting by mail, fax or email;

   e. Sending the voting ballot by other means as prescribed in the Charter and/or Operating Regulations of the Board of Directors.

10. In case of sending votes to the meeting by mail, the voting ballots 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 may only be opened in the presence of all attendees. In case of sending votes to the meeting by fax or email, the voting ballots 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 a majority of the members attending the meeting; in case of a tie, the side supported by the Chairperson of the Board of Directors shall prevail.

Article 48. Minutes of Meetings of the Board of Directors[72]

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may also be made in a foreign language, and must include the main contents specified in Clause 1, Article 158 of the Law on Enterprises. In case of any discrepancy between the minutes in Vietnamese and those in a foreign language, the minutes in Vietnamese shall prevail.

2. If the chairperson or the minute-taker refuses to sign the minutes of the meeting, but the minutes are signed by all other attending members of the Board of Directors who approve them and contain all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, the minutes shall take effect. The minutes shall clearly state the refusal of the chairperson and/or the minute-taker to sign the minutes. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the minutes of the

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

meeting of the Board of Directors. The chairperson and the minute-taker shall be personally liable 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 Law on Enterprises, the Charter and relevant provisions of law[73].

3. The minutes of the meeting of the Board of Directors must be detailed and clear, fully reflecting the contents of the meeting. Where necessary, as decided by the Board of Directors, the contents of a meeting of the Board of Directors may be recorded in several sets of minutes, provided that such minutes together fully reflect the entire contents of the meeting. The chairperson, the minute-taker 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. Matters approved by a majority of the members attending a meeting, as recorded in the minutes of the meeting of the Board of Directors, must be issued in the form of a resolution[74]. 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. Relief from Office, Dismissal, Replacement and Addition of Members of the Board of Directors[75]

1. The General Meeting of Shareholders shall relieve a member of the Board of Directors from office in the following cases:
   a. The member no longer meets the criteria and conditions for being a member of the Board of Directors as prescribed in Article 43 of the Charter;
   b. The member submits a letter of resignation which is accepted;
   c. Other cases as prescribed by the Charter and the provisions of law (if any).
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
   a. The member does not participate 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 law (if any).
3. When deeming it necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors, or to relieve or dismiss members of the Board of Directors in cases other than those 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 for 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 decreases, 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, at its nearest meeting, a new member to replace the member of the Board of Directors who has been relieved or dismissed.
5. The election, relief from office and dismissal of members of the Board of Directors must be disclosed in accordance with the laws on securities.

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[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

Article 50. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors[76]

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and bonuses for their work as members of the Board of Directors. The Board of Directors shall determine the remuneration of each member on the basis of consensus. The total remuneration and bonuses 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 are entitled to reimbursement of travel, meal, 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, shown 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. Committees of the Board of Directors[77]

1. The Board of Directors may establish committees 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 committees of the Board of Directors. The activities of the committees must comply with the regulations of the Board of Directors and relevant laws.

2. The implementation of decisions of the Board of Directors or its committees must comply with the provisions of law, the Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors.

Article 52. Person in Charge of Corporate Governance[78]

1. The Board of Directors must appoint at least 01 (one) person as the Person in charge of corporate governance to support 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 corporate governance shall perform his/her duties until the Board of Directors of the new term appoints/recruits a replacement and/or until he/she is relieved, dismissed or replaced under a 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 the approved auditing organization that audits 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 law 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 meeting procedures;

   d. Attending meetings;

   e. Advising on procedures for adopting resolutions of the Board of Directors in accordance with the provisions of law;

   f. Providing 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;

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[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

g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;

h. Acting as the point of contact with relevant stakeholders;

i. Keeping information confidential in accordance with the provisions of law and the Charter;

j. Other rights and obligations as prescribed by law and the Charter (if any).

Article 53. Internal Audit[79]

1. The Board of Directors shall promulgate the Company's internal audit regulations in accordance with the law.

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 subject to a fine or a more severe penalty for violations in the field of securities, banking or insurance within 05 (five) years preceding the year of appointment;

   b. The Head of the Internal Audit Department must be a person with professional qualifications in law, accounting or auditing; have sufficient experience, prestige and competence to effectively perform the assigned tasks;

   c. Not being a related person of the heads of business departments, business staff, the General Director, Deputy General Directors or Branch Directors of the Company;

   d. Holding a professional certificate in fundamentals of securities and the 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 Management[80]

1. The Board of Directors must establish a risk management system in accordance with 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 Department 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, reflected in the long-term risk policy and in each specific period, approved by the Board of Directors;

      (v) An implementation plan through comprehensive policies and processes;

      (vi) Regular management, inspection and review by the General Director;

      (vii) Promulgation and full implementation of risk management policies, processes and risk limits, and establishment of appropriate risk management information activities.

   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.

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[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

d. The established risk management system must ensure that the business divisions and the Risk Management Department are organized separately and independently of each other, and that the person in charge of a business division is not concurrently in charge of the Risk Management Department, 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 must 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 enable the State management authority, the Internal Audit Department, the Internal Control Department and the Board of Supervisors to 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 delegation of decision-making authority and responsibilities;

      (ii) Risk policies, risk limits, processes for risk identification, measurement, monitoring, reporting and handling;

      (iii) The regulations must ensure compliance with the provisions of law.

3. The Company must build a system of risk management processes including the following contents: risk identification, risk measurement, risk monitoring, risk reporting and risk handling.

4. 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 of Directors.

5. Principles for archiving records and documents:

   a. 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 authority upon request.

   b. The retention period of documents specified at Point a, Clause 5 of this Article shall comply with the law.

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 obligations[81]:

   a. Supervising the financial situation of the Company; supervising the Board of Directors, the General Director and other Managers in the management and administration of the Company and their compliance with the law in the operation, management and administration of the Company; and being accountable to shareholders for its supervisory activities;

   b. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; and the systematism, consistency and appropriateness of accounting, statistics and financial reporting;

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

c. Appraising 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 submitting appraisal reports to the Annual General Meeting of Shareholders; reviewing contracts and transactions with related persons subject to the approval of the Board of Directors or the General Meeting of Shareholders and making recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;

d. Reviewing, examining and evaluating the efficiency and effectiveness of the internal control system, internal audit, risk management and early warning for the Company;

e. Examining 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 a report explaining the matters requested to be inspected to the Board of Directors and the requesting shareholders or groups of shareholders. The inspection by the Board of Supervisors under this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operations of the Company;

g. Proposing to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure for the management, supervision and administration of the Company's business activities; ensuring coordination with the Board of Directors, the General Director and shareholders of the Company;

h. Upon detecting that any member of the Board of Directors, the General Director or any other executive of the Company violates the law or the Charter, notifying the Board of Directors in writing within 48 (forty-eight) hours from the time of detection, and requesting the violator to stop the violation and take remedial measures;

Upon detecting that a member of the Board of Directors or the Board of Directors violates the law or the Charter, thereby infringing upon the rights and interests of the Company, shareholders or customers, requesting the violator to provide an explanation within a specified time limit and/or convening the General Meeting of Shareholders to resolve the matter. For violations of the law as mentioned above, the Board of Supervisors must report in writing to the State Securities Commission within 07 (seven) working days from the date of detection of the violations[82];

i. Attending and participating in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;

j. Using independent consultants and the Company's Internal Audit Department to perform its 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. Proposing to the General Meeting of Shareholders for approval the list of approved auditing organizations to audit the Company's financial statements; deciding on the approved auditing organization to audit the Company's operations; and dismissing the approved auditor when deemed necessary;

m. Developing the Operating Regulations and control procedures of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval;

n. At the Annual General Meeting of Shareholders, reporting on the Company's business results, the performance of the Board of Directors and the General Director, and the self-

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

assessment of the performance of the Board of Supervisors and each Supervisor in accordance with the provisions of law and the Charter;

o. Other rights and obligations as prescribed by law 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 obligations[83]:

a. Convening meetings of the Board of Supervisors;

b. Requesting members of the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Supervisors;

c. Preparing and signing 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 Supervisors[84]

1. The Board of Supervisors shall have no fewer than 03 (three) 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 Supervisors 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, relief from office and dismissal shall be decided by majority vote. The rights and obligations of the Head of the Board of Supervisors are specified in Clause 2, Article 55 of the Charter. More than half of the Supervisors must reside in Vietnam.

3. If a new Board of Supervisors has not been elected upon the expiration of the term of office, the Board of Supervisors whose term has expired shall continue to exercise its rights and perform its obligations until the Board of Supervisors of the new term is elected and takes over.

4. Where a Supervisor is elected to supplement or replace a Supervisor who has been relieved or dismissed during the term, the term of office of such Supervisor shall be the remaining term of the Board of Supervisors.

Article 57. Criteria and Conditions for Members of the Board of Supervisors[85]

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 cases specified in Clause 2, Article 17 of the Law on Enterprises;

b. Having been trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;

c. Not being a family member of any member of the Board of Directors, the General Director or other Managers of the Company or its parent company; and not being a representative of the enterprise's capital or a representative of State capital at the parent company or the Company;

d. Not being a Manager of the Company; not necessarily being a shareholder or employee of the Company;

e. Not falling into the following cases[86]:

(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 during the preceding 03 (three) years.

f. Other standards and conditions as prescribed by law and the Charter (if any).

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[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

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

2. In addition to the criteria and conditions specified in Clause 1 of this Article, the Head of the Board of Supervisors must meet the following criteria and conditions:

   a. Holding a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities[87];

   b. Not concurrently being a member of the Board of Supervisors or a manager of another securities company[88].

Article 58. Candidacy, Nomination and Election of Members of the Board of Supervisors[89]

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in the same manner as prescribed in Clause 1 and Clause 2, Article 44 of the Charter.

2. If the number of candidates for the Board of Supervisors through candidacy and nomination is still insufficient for the number of Supervisors to be elected, 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 cumulative voting as prescribed in Clause 3, Article 36 of the Charter[90].

Article 59. Rights and Obligations of Members of the Board of Supervisors[91]

1. Members of the Board of Supervisors have full rights in accordance with the provisions of the Law on Enterprises, relevant laws and the Charter, including the right to access information and documents related to the Company's operations. The right of the Board of Supervisors to be provided with information shall be exercised as follows[92]:

   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) notices of invitation to meetings, opinion polls 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; and has the right to visit 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. Complying with the provisions of law, the Charter, resolutions of the General Meeting of Shareholders and professional ethics in the exercise of assigned rights and obligations;

   b. Exercising the assigned rights and performing the assigned obligations honestly, prudently and to the best of their ability to protect the legitimate interests of the Company to the maximum extent;

   c. Being loyal to the interests of the Company and its shareholders; not abusing their position or using the Company's information, know-how, business opportunities or other assets for personal gain or to serve the interests of other organizations or individuals;

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[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

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 liable for such damage. Any income and other benefits obtained by the Supervisor as a result of the violation must be returned to the Company.

4. Upon detecting any violation by a Supervisor in the exercise of the assigned rights and performance of the assigned obligations, the Board of Supervisors must notify such Supervisor in writing and request the violator to stop the violation and remedy its consequences.

Article 60. Meetings of the Board of Supervisors[93]

1. The Board of Supervisors must meet at least 02 (two) times a year, and the number of members attending each meeting must be at least 2/3 (two-thirds) of the members of the Board of Supervisors. The minutes of meetings of the Board of Supervisors must be detailed and clear. The minute-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 auditing organization to attend meetings and answer matters that need to be clarified.

Article 61. Relief from Office and Dismissal of Members of the Board of Supervisors[94]

1. The General Meeting of Shareholders shall relieve a Supervisor from office in the following cases:

   a. The Supervisor no longer meets the criteria and conditions to be a Supervisor as prescribed in Article 57 of the Charter;

   b. The Supervisor submits a letter of resignation which is accepted;

   c. Other cases as prescribed by the Charter and the provisions of law (if any).

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

   a. Failing to complete the assigned tasks and work;

   b. Failing to exercise his/her rights and obligations for 06 (six) consecutive months, except for force majeure cases;

   c. Seriously or repeatedly violating the Supervisor's obligations as prescribed by law 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 Supervisors[95]

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.

2. The Board of Supervisors shall be reimbursed for meals, accommodation, travel and the use of independent consultancy services at reasonable rates. Such 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.

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[93] Article 289 of Decree 155/2020/ND-CP
[94] Article 174 of the LOE 2020
[95] Article 172 of LOE 2020

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 shown as separate items in the Company's annual financial statements.

SECTION 4. GENERAL DIRECTOR 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 Management of the Company consists of 01 (one) General Director and Deputy General Director(s) (if any).
3. The Board of Management of the Company must develop the working regulations of the Board of Management, which must be approved by the Board of Directors. The working regulations must contain at least the following basic contents[96]:
   a. Specific responsibilities and tasks of members of the Board of Management;
   b. The order and procedures for organizing and participating in meetings of the Board of Management;
   c. Responsibilities of the Board of Management to report to the Board of Directors and the Board of Supervisors.

Article 64. Other Executives[97]

1. At the proposal of the General Director and with the approval of the Board of Directors, the Company shall appoint or recruit Deputy General Directors, a Chief Financial Officer and a Chief Accountant, with the number, criteria and conditions in accordance with the provisions of law and the Company's internal regulations on governance, and in line with the organizational structure of the Company approved by the Board of Directors. The executives of the Company shall be responsible for supporting the Company's activities and organization in order to achieve the set objectives.
2. The Company shall pay salaries to its executives as decided by the Board of Directors, based on the business results and performance of the Company. 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 shown 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 the General Director[98]

1. The Company has 01 (one) General Director. The Board of Directors shall appoint one of its members or hire another person as the General Director. The term of office of the General Director shall not exceed 05 (five) years, and the General Director may be re-appointed for an unlimited number of terms.
2. The General Director is the highest executive of the Company, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.
3. Criteria and conditions of the General Director[99]:
   a. Having full civil act capacity and not being prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
   b. Not being subject to criminal prosecution, serving a prison sentence or prohibited from securities practice as prescribed by law;

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[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

[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

c. Having at least 02 (two) years of working experience in the professional departments of organizations in the field of finance, securities, banking or insurance, or in the finance, accounting or investment departments of 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 the securities market within the period prescribed by law;

f. Not concurrently working for other securities companies, fund management companies or other enterprises;

g. Not being a member of the Board of Directors or the Members' Council of another securities company;

h. Not being a family member of any Manager or Supervisor of the Company or its parent company, or of any representative of State capital or of the enterprise's capital at the Company or its parent company;

i. Not being a related person of any Manager or Supervisor of the Company or its parent company, or of any representative of State capital or of the enterprise's capital at the Company or its parent company, as prescribed at Point d, Clause 46, Article 4 of the Law on Securities;

j. Having professional qualifications and experience in business administration relevant to the Company;

k. Other standards and conditions as prescribed by law (if any).

Article 66. Rights and Obligations of the General Director[100]

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 law and the Charter. For clarification, within this authority, the General Director may:

(i) Decide on matters relating to the daily business operations of the Company, including securities business operations, financial activities and other lawful business activities in accordance with the business plan, investment plans, limits and other matters approved by the competent authority (if any), except for matters under the authority of the General Meeting of Shareholders, the Board of Directors or other competent bodies or levels in accordance with the provisions of law, the Charter and the internal regulations of the Company;

(ii) Decide on contracts and transactions arising in the ordinary course of business of the Company, including proprietary trading, investment in securities and financial assets; borrowing, lending, capital mobilization and capital utilization transactions; purchase and sale of assets and other transactions with a value of less than 35% of the total asset value stated in the Company's most recent financial statements in accordance with the business plan, investment plans, limits and other matters approved by the competent authority (if any), except for investment projects, plans for implementation of investment projects and matters under the authority of the General Meeting of Shareholders, the Board of Directors or other competent bodies or levels of the Company. The decision on and performance of transactions must comply with the provisions of law, including regulations on transactions with related persons and operational and investment limits and restrictions, as well as the Charter and internal regulations of the Company;

b. Organizing the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;

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[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

c. Organizing the implementation of the Company's business plan and investment plan;

d. Proposing the organizational structure plan and internal management regulations of the Company;

e. Recruiting employees; appointing, relieving and dismissing persons holding 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 within the appointing authority of the General Director;

g. Proposing plans for dividend payment or handling of business losses;

h. Other rights and obligations as prescribed by law, the Charter and resolutions and decisions of the Board of Directors (if any).

2. The General Director must manage the daily business of the Company in accordance with the provisions of law, 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[101]

1. The Company must establish an Internal Control Department under the Board of Directors. The internal control system consists of the organizational 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 Law on Securities and relevant provisions of law;

   b. Ensuring customer rights;

   c. The Company operates safely and effectively; assets and resources are protected, managed and used safely and effectively;

   d. The financial information system and management information are truthful, reasonable, complete and timely, and the Company's financial statements are prepared truthfully.

2. The Internal Control Department under the Board of Directors is responsible for compliance control, including:

   a. Inspecting and supervising compliance with the provisions of law, 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, and activities that may give rise to conflicts of interest within the Company, especially the Company's proprietary trading activities and personal transactions of the Company's employees; supervising the performance of responsibilities by officers and employees of the Company and by partners in respect of outsourced activities;

   c. Examining and supervising the implementation of the code of professional ethics;

   d. Supervising the calculation of, and compliance with, financial prudential ratios;

   e. Supervising the segregation of customer assets;

   f. Supervising the safekeeping and preservation of customer assets;

   g. Controlling compliance with the provisions of the laws on anti-money laundering;

   h. Other contents according to the tasks assigned by the General Director.

3. Personnel requirements of the Internal Control Department:

   a. Having at least 01 (one) employee acting as compliance controller;

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

b. The Head of the Internal Control Department must be a person with professional qualifications in law, accounting or auditing; have sufficient experience, prestige and competence to effectively perform the assigned tasks;

c. Not being a related person of the heads of business departments, business staff, the General Director, Deputy General Directors or Branch Directors of the Company;

d. Holding a professional certificate in fundamentals of securities and the 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.

CHAPTER VI. PREVENTION OF CONFLICTS OF INTEREST

Article 68. Duty of Honesty and Avoidance of Conflicts of Interest of Managers[102]

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers must disclose their related interests in accordance with the provisions of the Law on Enterprises and relevant provisions of law.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their related persons may only use 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, the General Director and other Managers must notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital on the one hand, and such person or its related persons on the other hand, in accordance with the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the laws on information disclosure.

4. Members of the Board of Directors may not vote on transactions that benefit such member or his/her related persons in accordance with the provisions of the Law on Enterprises and the Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Managers and their related persons shall not use or disclose to others inside 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 cases[103]:

   a. Transactions between the Company and companies of which the above persons are founding members or have been managers within the 03 (three) years preceding the transaction;

   b. Transactions between the Company and companies in which related persons of the above persons are members of the Board of Directors, General Directors/Directors or major shareholders.

Article 69. Disclosure of Related Interests[104]

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

1. The Company must compile and update the list of related persons of the Company in accordance with the provisions of Clause 23 Article 4 of the Law on Enterprises, Clause 46 Article 4 of the Law on Securities and their respective contracts and transactions with the Company.

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[102] Article 291 of Decree 155/2020/ND-CP
[103] Article 299 of Decree 155/2020/ND-CP
[104] Article 164 of LOE 2020

2. Members of the Board of Directors, Supervisors, the General Director and other Managers of the Company must declare to the Company their related interests as prescribed in Clause 2, Article 164 of the Law 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 the related interests arise; any amendment or supplement must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

4. The retention, disclosure, review, 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:

   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 facilitate the persons specified at Point c of this Clause in accessing, reviewing, extracting and copying the list of related 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 reviewing, extracting and copying the contents of the declaration of related persons and related interests are as follows:

      (i) The person requesting to review, 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 review, extraction and copying;

      (ii) The Company shall only provide the originals or electronic datasets 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 Managers;

      (iii) The Company shall not send originals, copies, electronic datasets or any other form of information or data to the requester for review, extraction or 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 review, 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 and the General Director who perform, in any form, work within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Board of Supervisors, and may only perform such work with the consent of a majority of the remaining members of the Board of Directors; if such work is performed without declaration or approval of the Board of Directors, all income derived from such work shall belong to the Company.

Article 70. Transactions with Related Persons[105]

1. When conducting transactions with related persons, the Company must sign a written contract on the principle of equality and voluntariness.

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

2. The Company shall take 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 and Their Related Persons[106]

1. Except for cases permitted in accordance with relevant laws, the Company shall not lend money or securities in any form and shall not use the money or assets of the Company or its customers to secure payment obligations of third parties.

2. The Company shall not lend, in any form, to major shareholders, members of the Board of Directors, members of the Board of Supervisors, the General Director, Deputy General Directors, the Chief Accountant, other managerial and executive positions appointed by the Board of Directors, or the related persons of the foregoing.

Article 72. Approval of Contracts and Transactions between the Company and Related Persons[107]

1. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related persons:

   a. Shareholders, and authorized representatives of institutional shareholders, owning 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, the General Director, other Managers and their related persons;

   c. Enterprises which members of the Board of Directors, Supervisors, the General Director and other Managers of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions specified in Clause 1 of this Article with 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 Supervisors of the parties to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; members of the Board of Directors having interests related to the parties to the contract or transaction shall not have voting rights.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

   a. Contracts and transactions specified in Clause 1 of this Article with a value of 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 which result in a total transaction value, within 12 (twelve) months from the date of the first transaction, of 35% or more of the total value of the Company's assets recorded in the latest audited financial statements;

   c. Contracts for borrowing, lending or 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 Supervisors of the parties to such contract or transaction and enclose the draft contract or a notice of the main contents of the transaction. The Board of Directors shall submit the draft contract or transaction, or explain its main contents, to the General Meeting of Shareholders at a meeting or by collecting shareholders' written opinions. In this case, shareholders having interests related to the parties to the contract or transaction shall 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.

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

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

5. Contracts and transactions entered into in contravention of this Article shall be declared invalid by a court decision and handled in accordance with the law; the person signing the contract or transaction, and the relevant shareholders, members of the Board of Directors or 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 disclose information about such contracts and transactions in accordance with relevant laws.

Article 73. Ensuring the Legitimate Rights of Persons with Interests Related to the Company[108]

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 Compensation[109]

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other Managers who breach their duties of honesty and prudence or fail to fulfill their obligations shall be liable for the damage caused by their breaches.

2. The Company shall indemnify any person who has been, is or may become a party to any complaint, lawsuit or prosecution (including civil and administrative cases, other than lawsuits filed by the Company) if such person has been or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive, an employee or an authorized representative of the Company who has performed or is performing duties as authorized by the Company, has acted honestly and prudently in the interests of the Company in compliance with the law, and there is no evidence that such person has breached his/her responsibilities.

3. Indemnified costs include judgment costs, fines and expenses actually incurred (including lawyers' fees) in resolving such cases within the framework of the law. The Company may purchase insurance for such persons to cover the above liabilities.

Article 75. Right to Initiate Lawsuits against Members of the Board of Directors and the General Director[110]

1. Shareholders or groups of shareholders owning at least 1% of the total ordinary shares have the right, in their own name or on behalf of the Company, to initiate a lawsuit against members of the Board of Directors and the General Director to hold them personally or jointly liable for the refund of benefits or compensation for damage to the Company or other persons in the following cases:

   a. Breaching the responsibilities of Managers of the Company as prescribed in Article 165 of the Law on Enterprises;

   b. Failing to perform, or performing incompletely, untimely or in contravention of the law, the Charter or resolutions or decisions of the Board of Directors, the assigned rights and obligations;

   c. Abusing their position or using information, know-how, business opportunities or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

   d. Other cases as prescribed by law 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 shall be included in the Company's expenses, unless the claim is dismissed.

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[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

3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, look up and extract necessary information under decisions of the court or arbitrator before or during the lawsuit.

Article 76. Publication of Information[111]

1. The Company must send the annual financial statements approved by the General Meeting of Shareholders to the competent State authorities in accordance with the laws on accounting and other relevant laws.
2. The Company shall publish the following information on its website:
   a. Charter of the Company;
   b. Curricula vitae, educational qualifications and professional experience of members of the Board of Directors, Supervisors and the General Director;
   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 shall disclose information in accordance with the laws on securities.

CHAPTER VII. EMPLOYEES AND TRADE UNIONS

Article 77. Employees and Trade Unions[112]

1. The General Director shall prepare plans for approval by the Board of Directors, in accordance with the Charter, on matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline of employees and executives of the Company.
2. The General Director shall prepare plans for approval by the Board of Directors, in accordance with the Charter, on matters relating to the Company's relations with trade unions in accordance with the best management standards, practices and policies, and the practices and policies stipulated in the Charter, the Company's regulations and relevant laws.

CHAPTER VIII. PROFIT DISTRIBUTION, HANDLING OF LOSSES AND ESTABLISHMENT OF FUNDS

Article 78. Dividend Payment[113]

1. Dividends on preference shares shall be paid in accordance with the conditions applicable to each type of preference shares.
2. Dividends on ordinary shares shall be determined based on the net profit realized, and dividend payments shall be made from the Company's retained earnings. The Company may only pay dividends on ordinary shares when the following conditions are met:
   a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
   b. The Company has set aside its funds and fully offset previous losses in accordance with the provisions of law and the Charter;
   c. Immediately after paying all the dividends, the Company is still able to pay in full its debts and other property obligations as they fall due.
3. Dividends may be paid in cash, in shares of the Company or in other assets specified in the Charter. Cash payments must be made in Vietnam Dong by the payment methods prescribed by law.
4. Where 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

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[111] Article 176 of LOE 2020
[112] Article 50 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[113] Article 135 LOE 2020

Shareholders. The order and procedures for dividend payment shall comply with the corresponding provisions of the Law on Securities, the Law on Enterprises and relevant laws.

5. Where a shareholder transfers its shares during the period between the completion of the list of shareholders and the time of dividend payment, the transferor shall receive the dividends from the Company.

6. In case of payment of dividends in shares, the Company is not required to carry out the share offering procedures as prescribed in Articles 123, 124 and 125 of the Law 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 of Business Losses

Losses of a year shall be offset against profits of the following years in accordance with the provisions of law.

Article 80. Establishment of Funds[114]

1. The Company must set aside mandatory funds and reserves in accordance with the provisions of law from time to time (if any).

2. In addition to the mandatory funds and reserves, the Company may set aside other funds and reserves as decided by the General Meeting of Shareholders.

CHAPTER IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME

Article 81. Bank Account[115]

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Where necessary and subject to the approval of the competent State authority, the Company may open an overseas bank account in accordance with the relevant laws.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts at the banks where the Company maintains accounts.

Article 82. Fiscal Year[116]

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

Article 83. Accounting Regime[117]

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

2. The Company shall keep accounting books in Vietnamese and maintain 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 so as to evidence and explain the Company's transactions.

3. The accounting currency of the Company is Vietnam Dong. Where the Company's economic transactions are mainly denominated in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall be responsible before the law for such choice and shall notify the tax authority directly managing the Company.

CHAPTER X. REPORTING AND INFORMATION DISCLOSURE

Article 84. Submission of the Annual Report of the Board of Directors[118]

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

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[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

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 law and the Charter;
2. Summary of meetings and decisions of the Board of Directors;
3. Report on transactions between the Company, its subsidiaries or companies in which the Company controls more than 50% of the charter capital, on the one hand, and members of the Board of Directors and their related persons, on the other hand; and transactions between the Company and companies of which a member of the Board of Directors is a founding member or has been a manager within the 03 (three) years preceding the transaction;
4. Activities of independent members of the Board of Directors and the results of each independent member's evaluation of the activities of the Board of Directors;
5. Activities of the committees of the Board of Directors (if any);
6. Supervision results for the General Director and other executives;
7. Future plans.

Article 85. Submission of the Annual Report of the Board of Supervisors[119]

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 include the following contents:
    a. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors;
    b. Summary of the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors;
    c. Results of supervision of the Company's operations and financial situation;
    d. Report on transactions between the Company, its subsidiaries or companies in which the Company controls more than 50% of the charter capital, on the one hand, and members of the Board of Directors, the General Director, other executives of the Company and their related persons, on the other hand; and transactions between the Company and companies of which members of the Board of Directors, the General Director or other executives of the Company are founding members or have been managers within the 03 (three) years preceding the transaction;
    e. Supervision results for the Board of Directors, the General Director and other executives;
    f. Results of the evaluation of the coordination between the Board of Supervisors and the Board of Directors, the General Director and shareholders.

Article 86. Reporting Regime[120]

1. The Company's reports must be complete and timely and must accurately reflect the actual situation of the Company.
2. The Company must send periodic reports and/or reports upon request to the State Securities Commission in electronic data files, within the time limits and with the contents prescribed by relevant laws.
3. The Company must prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission and such statements must be audited in accordance with Article 89 of this Charter. Before 31 March of the following year, the Company must submit to the State Securities Commission its annual financial statements and its financial prudential ratio report as of 31 December, audited by an approved auditing firm.

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[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

4. Annual financial statements must include reports, appendices and explanations in accordance with the laws on enterprise accounting. The annual financial statements must truthfully and objectively reflect the operations 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 authorities.

Article 87. Information Disclosure

1. Obligation to disclose information[121]:

   a. The Company must fully, accurately and promptly disclose periodic and extraordinary information to shareholders and the investing public in accordance with the provisions of the laws on securities on information disclosure. The Company must also fully, accurately and promptly disclose other information that is likely to affect the price of securities or the decisions of shareholders and investors.

   b. Information shall be disclosed in accordance with the provisions of law so as to ensure fair access for shareholders and the investing public. The language used in information disclosure must be clear and easy to understand and must not mislead shareholders or the investing public.

2. The Company shall disclose information related to the Company in accordance with relevant laws, including:

   a. Reporting to the State Securities Commission and the Stock Exchange and disclosing information on any change in the governance and management model specified in Article 25 of the Charter within 24 (twenty-four) hours from the date on which the General Meeting of Shareholders decides on such change[122];

   b. Reporting on the Company's governance at the Annual General Meeting of Shareholders and disclosing such information in the Company's annual report in accordance with the laws on securities on information disclosure[123];

   c. Reporting and disclosing information on the Company's governance every 06 (six) months in accordance with the laws on information disclosure on the securities market[124].

Article 88. Organization of Information Disclosure[125]

1. The Company must develop and promulgate regulations on the Company's information disclosure in accordance with the Law on Securities and relevant laws.

2. The Legal Representative of the Company and/or the Person authorized to disclose information has the following responsibilities:

   a. Disclosing the Company's information to the investing public in accordance with the provisions of law and the Charter;

   b. Publicizing his/her name and work telephone number for shareholders to contact.

CHAPTER XI. CORPORATE AUDIT

Article 89. Audit[126]

1. The General Meeting of Shareholders (i) decides on the independent auditing firm(s) from among the approved independent auditing firms in accordance with the provisions of law; or (ii) approves a list of independent auditing firms and authorizes the Board of Directors to select one or more of such approved independent auditing firms, to audit the financial statements, financial prudential ratio reports, reports on the use of capital (if any) and/or other reports of the Company

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

required to be audited for the following financial year, on the terms and conditions of the service agreement with the Board of Directors.

2. The audit report shall be 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, to receive notices and other information related to the General Meeting of Shareholders, and to 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

Article 90. Reorganization of the Company[127]

1. The Company may undergo reorganization (division, separation, consolidation, merger or conversion of enterprise type) under a reorganization plan approved by 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 conversion of enterprise type shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant laws.

Article 91. Suspension[128]

1. The Company may temporarily suspend its operations with the approval of the Board of Directors and the State Securities Commission.

2. Conditions for the 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 operations at the Company's head office, branches, and transaction offices shall not exceed 90 (ninety) days;

   c. There is a plan for the suspension of operations and a plan for handling effective contracts signed with customers, approved by the Board of Directors.

3. The order and procedures for the suspension of operations shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant laws.

Article 92. Dissolution of the Company[129]

1. The Company shall be 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 by law;

   c. Other cases as prescribed by law (if any).

2. The Company may only be dissolved when it ensures the full payment of all debts and other property obligations and is not a party to any dispute pending before a court or arbitration body.

3. The order and procedures for dissolution of the Company shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant provisions of law.

4. The early dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) as prescribed.

Article 93. Liquidation of Assets[130]

1. At least 06 (six) months before the end of the Company's operation term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Board for the Company's assets consisting of 03 (three) members, of whom 02 (two) members are appointed

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[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

by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Board shall prepare its own operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses shall be paid by the Company in priority to its other liabilities.

2. The Liquidation Board shall report to the competent State management authority, in accordance with the law, on its date of establishment and date of commencement of operation. From that time, the Liquidation Board shall represent the Company in all matters related to the liquidation of the Company's assets before courts and other competent State authorities.

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 contracts;

   c. Tax debts;

   d. Other liabilities of the Company;

   e. The remaining amount after payment of all items from Point a to Point d above shall be distributed among the shareholders, with preference shares being paid first.

Article 94. Bankruptcy of the Company

The order and procedures for bankruptcy of the Company shall comply with the provisions of the laws on bankruptcy.

CHAPTER XIII. INTERNAL DISPUTE RESOLUTION

Article 95. Internal Dispute Resolution[131]

1. In case of any dispute or complaint relating to the Company's operations or to the rights and obligations of shareholders under the provisions of the Law on Enterprises, the Charter, other provisions of law or any agreement, between:

   a. Shareholders and the Company;

   b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives.

   The parties shall first attempt to resolve the dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement of 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. If no settlement or conciliation decision is reached within 06 (six) weeks from the commencement of the conciliation process, or if the conciliation decision is not accepted by the parties, either party may bring the dispute to a competent People's Court for settlement in accordance with the law of Vietnam.

3. The parties shall bear the costs related to the negotiation and conciliation procedures. Court fees shall be paid in accordance with the Court's judgment.

CHAPTER XIV. IMPLEMENTATION PROVISIONS

Article 96. Amendments and Supplements to the Charter

1. Any amendment or supplement to the Charter must be considered and approved by the General Meeting of Shareholders.

2. Where there are provisions of law related to the Company's operations that are not covered by the Charter, or where new provisions of law differ from the provisions of the Charter such that

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

compliance with the Charter would violate such new provisions of law, such provisions of law shall automatically apply and govern the Company's activities.

Article 97. Effective Date

1. This Charter takes effect from 04 November, 2026 upon its approval by the General Meeting of Shareholders of the Company, replacing the Charter approved on 22 April 2026.
2. This Charter is made in 05 (five) originals of equal legal validity.
3. Copies or extracts of the Charter shall be valid when signed by the Chairperson of the Board of Directors or the General Director of the Company.

04 November, 2026

CHAIRMAN OF THE BOARD OF DIRECTORS

S.G.P: 49 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
P. BA ĐÌNH - T.P HÀ NỘI

NGUYEN HONG QUAN

APPENDIX 01 - CHARTER CAPITAL

(Attached to the Charter of Tien Phong Securities Corporation

approved by the General Meeting of Shareholders on 04 November, 2026)

No.	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-GPDCCTCK issued by the State Securities Commission on 06/09/2007
3	Increase of Charter Capital	**240,000,000,000**	License No. 100/UBCK-GPDCCTCK 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 18/04/2019
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 increases in the Charter Capital and the Charter Capital of the Company in this Appendix 01 is updated as of 04 November, 2026.