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**CÔNG BỐ THÔNG TIN TRÊN CÔNG THÔNG TIN ĐIỆN TỬ
CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SGĐCK
INFORMATION DISCLOSURE ON ELECTRONIC PORTAL OF
THE STATE SECURITIES COMMISSION AND HO CHI MINH STOCK EXCHANGE**

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch Chứng khoán TP HCM/ *Ho Chi Minh Stock Exchange*
- Sở Giao dịch Chứng khoán TP HN/ *Ha Noi Stock Exchange*

Công ty: Cổ Phần Chứng Khoán Thiên Việt (TVS)

Name of Company: *Thien Viet Securities Joint Stock Company (TVS)*

Mã chứng khoán/Securities code: TVS

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Điều lệ sửa đổi và Nghị quyết HĐQT 04032021/NQ-HĐQT-02 thông qua việc ban hành Điều lệ được sửa đổi theo Nghị quyết số 01/2021/NQ-HĐCĐ ngày 03/3/2021 của Đại hội đồng Cổ đông Bất thường/*Amended Charter and Resolution of Board of Directors No. 04032021/NQ-HĐQT-02 approved issuing the amended Charter in accordance with the EGM's Resolution No.01/2021NQ-HĐCĐ dated March 03rd 2021.*

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 04/03/2021 tại đường dẫn <https://www.tvs.vn/vi/quan-he-co-dong/> This information have been posted on the Company's website on Mar 04th 2021: <https://www.tvs.vn/en/investor-relation>

Chúng tôi xin 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 would declare to be fully responsible for the accuracy of the above information.

**Người được ủy quyền công bố thông tin
Authorised Representative to disclose information**



Trần Thị Hồng Nhung
Trưởng Bộ phận Quản trị rủi ro
Risk Management Manager

CHARTER

OF

THIEN VIET SECURITIES JOINT STOCK COMPANY

Disclaimer: This English version of the Charter of Thien Viet Securities Joint Stock Company is translated from the original Vietnamese version for reference only. Shareholders are advised to refer to the original Vietnamese version for their legal purposes. Thien Viet Securities Joint Stock Company, its subsidiaries, and its employees shall not be liable for any direct, indirect, consequential damages for any use of this English version.

Dated _____

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CHAPTER I. GENERAL PROVISIONS

ARTICLE 1. DEFINITIONS AND INTERPRETATIONS

1.1. Definitions

In this Charter, unless the context otherwise requires, the following terms have the meanings respectively ascribed to them hereunder:

“Board”	:	means the board of directors of the Company;
“Board Chairman”	:	means the director appointed as the Board Chairman of the Board;
“Board Member”	:	means the member of the Board;
“Board of Controllers”	:	means the board of controllers of the Company;
“Board of Executives”	:	comprises of the General Director, the Deputy General Directors, the Chief Financial Executive, and/or Chief Accountant;
“Business Day”	:	means a business day other than a Saturday, Sunday, or national holidays in Vietnam;
“Charter”	:	means this charter on organisation and operation of the Company as amended from time to time;
“Company”	:	means Thien Viet Securities Joint Stock Company;
“Controllers”	:	means members of the Board of Controllers;
“Enterprise Law”	:	means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17 June 2020 and its guiding documents;
“GMS”	:	means the general meeting of the Shareholders of the Company;
“Securities Law”	:	means Law on Securities No. 59/2019/QH14 passed by the National Assembly on 26 November 2019

		and its guiding documents;
“Shareholder”	:	means any organisation or individual holding share(s) issued by the Company;
“SSC”	:	means the State Securities Commission of Vietnam;
“Vietnam”	:	means the Socialist Republic of Vietnam;
“Charter capital”	:	Means the total of nominal values of the sold or subscribed shares when The Company is established and is specified in Article 7 of this Charter;
“Establishment date”	:	Means the date of 13 th December 2006, the date The Company was granted the first business registration certificate by the Hanoi Department of Planning and Investment.
“Internal actors”	:	Means Chairman of the Board of Directors, Members of the Board of Directors, legal representative, General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, Chief and members of the Board of Controllers, administrators and authorized spokespersons;
“Relevant person”	:	Means individuals, organizations specified in Article 4.46 of the Law on Securities and Article 4.23 of the Law on Enterprise;
“Stock Exchange”	:	Means Vietnam Stock Exchange and its subsidiaries.

1.2. Interpretations

In this Charter, unless otherwise required by the context of this Charter:

- (a) a document is to that document as supplemented, otherwise amended, replaced or innovated from time to time;
- (b) a person includes any individual, firm, company, corporation, government, state or agency of state or any association, trust or partnership (whether or not it has a separate legal personality) and includes a reference to that person’s legal personal representatives and successors;
- (c) references to dates and times are references to dates and times in Vietnam;

- (d) if a period of time is specified from, after or before a given day or the day of an act or event, it is to be calculated exclusive of that day;
- (e) if any act must be performed on a day which is not a Business Day, then it must be performed on the next following Business Day; and
- (f) titles and other headings are for ease of reference only and shall not affect the interpretation of this Charter.

ARTICLE 2. LEGAL STATUS

- 2.1. The Company is a joint stock company with limited liability and has juridical person status in accordance with Enterprise Law, Securities Law and the laws of Vietnam.
- 2.2. The Company shall have the rights, obligations and liabilities in accordance with this Charter, the Enterprise Law, the Securities Law and other relevant legal regulations.
- 2.3. The Shareholders shall be liable for all debts and other property liabilities of the Company to the extent of the capital amount contributed to the Company.

ARTICLE 3. NAME, HEAD OFFICE, BRANCH AND REPRESENTATIVE OFFICE

3.1. Name of the Company

- (a) Name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN THIÊN VIỆT
- (b) Name in English: THIEN VIET SECURITIES JOINT STOCK COMPANY
- (c) Abbreviation: TVSC., JSC.

3.2. Head office address

The Company's registered head office is located at TDL Tower, 22 Lang Ha Road, Lang Ha Ward, Dong Da District, Ha Noi City, Vietnam.

Phone number: (84-24) 3248 4820

Fax: (84-24) 3248 4821

Website: www.tvs.vn

3.3. Branch and representative office

The Company may open its branches, representative offices, and/or business locations in Vietnam and/or overseas from time to time, subject to the business demand of the Company.

ARTICLE 4. BUSINESS SCOPE

4.1. The Company will conduct the following business operations:

- (a) Securities brokerage;
- (b) Securities self-trading;
- (c) Underwriting; and
- (d) Securities investment advisory.

4.2. In addition to the business lines specified in Clause 4.1 above, the Company also provides securities depository services, financial advisory, entrustment management of securities trading accounts of investors and other financial services in accordance with regulations of law. The Company may conduct business operations in other fields as permitted by laws and approved by the Board.

4.3. The Company may supplement or withdraw from one or more business operations referred to in Article 4.1 after being approved by the SSC or after a written report is submitted to SSC, depending on each specific case.

ARTICLE 5. OPERATIONAL TERM

5.1. The operational term of the Company is infinite from the establishment date.

5.2. Any revision or change to the operational term of the Company shall be subject to the approval of the GMS in accordance with this Charter and the applicable laws.

ARTICLE 6. LEGAL REPRESENTATIVE

6.1. The Company has one (1) legal representative.

- 6.2. The Board Chairman shall be the legal representative of the Company.
- 6.3. The legal representative of the Company shall have the rights, obligations and liabilities in accordance with this Charter, the Enterprise Law, the Securities Law and other relevant legal regulations. The legal representative of the Company has the right to authorize/delegate one or more other persons to exercise his rights, obligations and responsibilities.

CHAPTER II. CHARTER CAPITAL AND SHARES

ARTICLE 7. CHARTER CAPITAL

- 7.1. The charter capital of the Company is Nine Hundred Eighty Two Billion Three Hundred Fifty One Million Seven Hundred Forty Thousand Vietnam Dong (VND **982,351,740,000**) (the “**Charter Capital**”), divided into Ninety Eight Million Two Hundred Thirty Five Thousand One Hundred Seventy Four (98,235,174) ordinary shares with a par value of Ten Thousand Vietnam Dong (VND 10,000) per share.
- 7.2. The Charter Capital of the Company may be changed when the GMS approves so in accordance with the laws of Vietnam and this Charter.
- 7.3. The Company may increase the Charter Capital by different methods in accordance with the laws of Vietnam.
- 7.4. The reduction of Charter Capital is decided by the GMS, but shall still ensure the minimum charter capital as required by the laws.
- 7.5. The maximum foreign ownership in the Company is 49% of the total voting shares.

ARTICLE 8. SHARES AND BONDS

- 8.1. The Company has ordinary shares and the owner of ordinary share(s) is ordinary Shareholder.
- 8.2. The Company may issue preference shares as decided by the GMS in compliance with this Charter and the applicable laws.
- 8.3. Each share of the same class shall entitle its owner to the same rights, obligations and interests.
- 8.4. Ordinary shares must be preferentially offered to existing Shareholders in proportion to the percentage of ownership of their ordinary shares in the Company,

unless otherwise specified by the GMS. Decision on shares which have not been subscribed will be given by the Board. The Board may distribute such shares to Shareholder and other individuals, however, those shares may not be sold under more favourable conditions than the conditions offered to the existing Shareholders, unless otherwise approved by the GMS.

- 8.5. The Company may issue bonds, convertible bonds or any kind of securities in accordance with the applicable laws. The Board shall make decisions on issuance of non-convertible bonds without warrant and shall report the GMS about such issuance at the earliest meeting of the GMS. The GMS shall make decisions on issuance of convertible bonds and issuance of warrant-linked bonds.

ARTICLE 9. RIGHTS AND OBLIGATIONS OF ORDINARY SHAREHOLDERS

Apart from other rights and obligations as provided by this Charter and the applicable laws, the ordinary Shareholders have the following rights and obligations:

- 9.1. Rights of the ordinary Shareholders
- (a) to attend and express opinions at the GMS and to exercise the right to vote directly or through his/its authorised representative(s), each ordinary share shall carry one vote;
 - (b) to receive dividends at the rate decided by the GMS in proportion to the shareholding ratio that Shareholders held in the Company at the time of compiling the list of shareholders receiving dividends;
 - (c) to be given priority in subscribing for new shares issued by the Company at the time of issuing new shares in accordance with the provisions set forth in Article 12 below;
 - (d) to assign their ordinary shares to other Shareholders and/or to any third party in accordance with this Charter and the applicable laws;
 - (e) to sight, consult or make an extract of information in the List of Shareholders with voting rights and to request amendment of incorrect information;
 - (f) to sight, consult and make an extract or copy of this Charter, the meeting minutes and resolutions of the GMS;
 - (g) upon dissolution or bankruptcy of the Company, to receive part of the

remaining assets/properties in proportion to the shareholding ratio that Shareholders held in the Company at the time of dissolution or bankruptcy of the Company;

- (h) a Shareholder or a group of the Shareholders holding ten per cent (10%) or more of the total ordinary shares has the following additional rights: to nominate candidates to the Board and the Board of Controllers in accordance with this Charter and the applicable laws;
- (i) a Shareholder or a group of the Shareholders holding five per cent (05%) or more of the total ordinary shares has the following additional rights:
 - (i) to sight and make an extract of the book of minutes and resolutions of the Board, mid-year and annual financial statements in accordance with the forms of Vietnamese accounting regime, and reports of the Board of Controllers,
 - (ii) to request the convening of a meeting of the GMS when:
 - The Board of Directors seriously violates the shareholders' rights, obligations of executives or issues decisions ultra vires;
 - The term of the Board of Directors has exceeded six (06) months but the new Board of Directors has not been elected.
 - (iii) Request the Board of Controllers to investigate into specific matters relevant to the company's administration where necessary. The request shall be made in writing and contain the full names, mailing addresses, nationalities, legal document numbers of shareholders that are individuals; names, EID numbers or legal document numbers, headquarters addresses of shareholders that are organizations; quantities of shares and time of shares registration of each shareholder, total quantity of shares of the group and their holdings in the company; the matter that needs investigating and the purposes of investigation
- (j) A shareholder or group of shareholders that holds at least 01% of the total ordinary shares may, in their own names or in the Company's name, file lawsuit against a member of the Board of Members or the General Director in cases prescribed by Enterprise Law, Securities Law and other Vietnam laws;
- (k) and other rights as stipulated in this Charter, the Enterprise Law, the Securities Law and other legal regulations.

9.2. Rights of other preference Shareholders shall be in accordance with with the decisions of the GMS, and the Enterprise Law, the Security Law, and the laws of Vietnam.

9.3. Obligations of the ordinary Shareholders

- (a) to pay in full and on time for the shares it has undertaken to subscribe in accordance with this Charter and the applicable laws;
- (b) to be liable for debts and other property obligations of the Company to the extent of his/its capital contributed to the Company;
- (c) not withdraw the ordinary share capital contributed from the Company in any form, except where ordinary shares are redeemed by the Company or transferred to other persons in accordance with this Charter;
- (d) comply with this Charter and the internal management regulations of the Company;
- (e) comply with the resolutions, decisions of the GMS and/or the Board;
- (f) attend the GMS meeting and exercise its voting right in accordance with this Charter and the laws of Vietnam;
- (g) provide the correct address when registering to purchase shares;
- (h) protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information provided by the Company to any other organization or individual;
- (i) attend the meeting of the GMS and exercise the right to vote through the following forms: attending and directly voting at the meeting; authorize other individuals, organizations to attend and vote at the meeting; attend and vote via online conferences, electronic voting or other electronic forms; or send votes to the meeting by mail, fax, or email.
- (j) to be liable individually when acting on behalf of the Company under any form to commit the following activities:
 - (i) violating the laws;
 - (ii) carrying out business and other transactions to gain self-interest or

for other individuals' or organisation's interest; or

(iii) paying debts which are not yet due in consideration of financial risks may be posted to the Company.

(k) and other obligations as stipulated in this Charter, the Enterprise Law, the Securities Law and other legal regulations.

ARTICLE 10. SHARE CERTIFICATES

10.1. Share Certificates are certificates issued by the Company, book entries, or electronic data which certify ownership of one or an amount of shares of the Company. The Share Certificate must contain the main details as provided in the Enterprise Law and the Security Law.

10.2. Where there are errors in the contents and form of a Share Certificate issued by the Company, the rights and interests of its owner shall not be affected.

10.3. Where a Share Certificate is lost, ruined, damaged or otherwise destroyed, the corresponding Shareholder shall be re-issued with a new Share Certificate by the Company upon receipt of a written request and commitment of such Shareholder to the satisfactory of the Company that (1) his/its Share Certificate has actually been lost, ruined, damaged or otherwise destroyed; in the case of loss, in addition, such Shareholder must undertake that all efforts have been exercised to search for the lost Share Certificate and that, if found, such Share Certificate shall be immediately returned to the Company for destruction, and (2) that Shareholder shall be solely responsible for any disputes arising from the re-issuance of a new Share Certificate by the Company.

Prior to acceptance of a request for issue of a new Share Certificate, the legal representative of the Company may request such Shareholder post a notice of the fact that the Share Certificate has been lost, torn, burnt or otherwise destroyed. After the period of fifteen (15) days as from the date of posting of the notice, if there is any otherwise rejection, the Company will issue a new Share Certificate to such Shareholder.

ARTICLE 11. NEW ISSUE OF SHARES

The approval of the GMS is required for any issuance of new shares by the Company to issue new shares to public, under the form of private share placement or any other form of issuance in accordance with the applicable laws.

ARTICLE 12. SHARE TRANSFER

- 12.1 All shares may be transferred freely except otherwise as provided by laws and this Charter or decision of the GMS on issuance method approval. Shares listed, registered on the Stock Exchange shall be transferred in accordance with the provisions of the Securities Law and the regulations of the Stock Exchange.
- 12.2 Shares which have not yet been fully paid for may not be transferable nor entitled to any related interests, including dividends and the right to receive issued shares to increase share capital from equity, the right to buy new offered shares and other benefits in accordance with the law.

ARTICLE 13. SHARE REDEMPTION

13.1. Share redemption at the request of a Shareholder

- (a) A Shareholder voting against the re-organisation of the Company or against a change to the rights and obligations of the Shareholders stipulated in this Charter may demand the Company to redeem his/its shares. Such demand must be made in writing with the contents as required by Article 132.1 of the Enterprise Law and be sent to the Company within ten (10) days from the date on which the GMS passed the resolution on one of the matters referred to above.
- (b) The Company must redeem shares upon demand by a Shareholder as stipulated in this Article 13.1 within a period of ninety (90) days from the date of receipt of the demand and at the price as agreed between such Shareholder and the Company. Where there is disagreement relating to the price, it shall be valued by an independent professional valuation organisation licensed to operate in Vietnam.

13.2. Share redemption pursuant to the Company's decision

The Company may redeem no more than thirty per cent (30%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold, in accordance with the following provisions, except the case specified in Article 13.4 of this Charter:

- (a) The Board has the right to decide on redemption of shares of each class already sold within each period of twelve (12) months.

- (b) The Board shall decide on the price for redemption of shares. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption, except the case as specified in point c of this Article. In respect of dividend preference shares, unless otherwise agreed between the Company and the relevant Shareholder(s), the price for redemption shall not be lower than the market price.
- (c) The Company shall redeem shares of the Shareholders in proportion to their respective shareholding ratio in the Company. In this case, the decision to redeem shares of the Company shall be notified by a method of prepaid registered post to all the Shareholders within thirty (30) days from the date on which such decision is passed. The notice must include the contents as required under Article 133.3 of the Enterprise Law.
- (d) The Shareholders agreeing to have their shares redeemed must send an offer to sell their shares by a method guaranteed to reach the Company within thirty (30) days from the date of receipt of the Company's notice mentioned in Article 14.2(c) above. The offer shall contain the contents as provided in Article 133.3 of the Enterprise Law. The Company shall only redeem shares offered within the above time-limit.

13.3. Conditions for payment for and dealing with redeemed shares

- (a) The Company may only pay the Shareholders for the redeemed shares if, after such redeemed shares are fully paid for, the Company shall still be able to fully satisfy its debts and other property obligations.
- (b) All shares redeemed shall be considered unsold shares. The Company must carry out procedures for reduction of the Charter Capital corresponding to the total par value of shares redeemed by the Company in accordance with the Enterprise Law.
- (c) Share Certificates certifying the ownership of the redeemed shares must be destroyed immediately after the corresponding shares are paid for in full. The Board Chairman and the General Director must be jointly responsible for any damage/loss caused to the Company by their failure to destroy or by delayed destruction of Share Certificates.
- (d) After the redeemed shares are paid for in full, if the total value of assets recorded in the accounting books of the Company is reduced by more than ten per cent (10%), the Company must notify all creditors thereof within the time-limit of fifteen (15) days from the date on which the redeemed shares

are paid for in full.

- 13.4. The Company may repurchase its own shares to fix a transaction error or buy back an odd lot in accordance with laws.

CHAPTER III. ORGANISATIONAL AND MANAGERIAL STRUCTURE OF THE COMPANY

ARTICLE 14. ORGANISATIONAL AND MANAGERIAL STRUCTURE

The organisational and managerial structure of the Company shall be organised in accordance with Article 137.1(a) of the Enterprise Law, comprising the GMS, the Board of Controllers, the Board, and the Board of Executives.

CHAPTER IV. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

ARTICLE 15. GENERAL MEETING OF SHAREHOLDERS

- 15.1. The GMS consists of all the Shareholders who have the voting rights and is the highest decision-making authority of the Company.
- 15.2. The GMS has rights and duties to ratify the following matters:
- (a) Approving the orientation for development of the Company;
 - (b) Approving annual financial statements;
 - (c) Approving the Board's reports;
 - (d) Approving the Board of Controller's reports;
 - (e) Annual dividend paid to each type of shares in accordance with Enterprise Law and the rights attached to such type of shares. This dividend is not higher than the dividend proposed by the Board after the consultation with the Shareholders at the GMS meeting;
 - (f) The number of Members of the Board, Controllers;
 - (g) Approve the list of independent audit companies; choose independent audit companies carry out audit of the company; dismiss independent audits where necessary;

- (h) Election, dismissal, removal and replacement of members of the Board and the Board of Controllers;
- (i) The budget or total salaries, bonuses and other benefits of the Board of Directors and the report on remuneration of the Board of Directors and the Board of Controllers;
- (j) Supplementation and amendment of the Charter;
- (k) Types of share and the number of newly issued shares for each type of shares;
- (l) Reorganization, dissolution and liquidation of the Company and appointment of liquidator;
- (m) Inspection and handling of violations of the Board and the Board of Controllers that affects the Company and the Shareholders;
- (n) Decisions on investment/sale of assets that worth at least 35% of the total value of the Company's total assets stated in the most recent audited financial statement;
- (o) Decisions on re-acquirement of more than 10% of the total shares of each type;
- (p) The company has signed contracts and made transactions with the related party specified in Article 37 of this Charter;
- (q) Granting loans or guarantees to members of the Board of Directors, members of the Board of Controllers, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;
- (r) Approving internal regulations on corporate governance; operation regulations of the Board of Directors, Board of Controllers;
- (s) Decision on change the agenda attached to the invitation letter prescribed in Article 18 of this Charter;
- (t) Other matter as prescribed by the laws and this Charter.

- 15.3. Unless otherwise prohibited under the laws of Vietnam, the GMS may authorize/delegate the Board to perform one or more of its rights and/or duties. The content of the authorization/delegation shall be clearly and specifically defined.

ARTICLE 16. CONVENING MEETING OF THE GMS

16.1. The GMS shall convene annual meetings once at least every calendar year. In addition to annual meetings, the GMS may convene extraordinary meetings. The location of meetings of the GMS must be within the territory of Vietnam. If a meeting of the GMS is concurrently held in various locations, the meeting location of the GMS shall be determined as the location where the chairman of the meeting attends the meeting.

16.2. The GMS must hold its annual meeting within a time-limit of four (04) months from the end of the relevant fiscal year. In case of failure to organize according to the aforesaid time limit, the Company must report to the SSC in writing and hold the annual GMS within the next two (02) months. An annual meeting of the GMS shall discuss and pass the following issues:

- (a) annual business plan of the Company;
- (b) annual financial statements;
- (c) report of the Board regarding management by and performance results of the Board and each Board Member;
- (d) report of the Board of Controllers regarding business results of the Company, performance results of the Board and the General Director;
- (e) report on self-assessment of performance results of the Board of Controllers and of each Controller;
- (f) dividend payable on each class of share; and
- (g) other matters within its authority as provided in this Charter and the relevant laws.

16.3. The Board must convene an extraordinary meeting of the GMS in any of the following cases:

- (a) The Board considers that it is necessary to do so in the interests of the

Company;

- (b) The number of the remaining members of the Board or the Board of Controllers is less than the minimum number of members required by law ;
- (c) Upon request by a Shareholder or a group of the Shareholders as stipulated in Clause 9.1(i) of this Charter. This request shall meet the requirements of laws;
- (d) Upon demand of the Board of Controllers if it has reason(s) to believe that the Board Members or the member of the Board of Executive seriously violated their obligations under the Enterprise Law, or the Board acted beyond their authorized powers;
- (e) Quarterly, biannual or annual audited financial statements reflect the equity that has been lost one-half (1/2) compared to the beginning balance; or
- (f) Otherwise as prescribed in the applicable laws.

16.4. The Board must convene a meeting of the GMS within a time-limit of thirty (30) days from the date on which the number of the remaining members of the Board or the Board of Controllers is as stipulated in Clause 16.3(b) above or from the date of receipt of a request stipulated in Clause 16.3(c) or Clause 16.3(d) of this Charter.

Where the Board fails to convene a meeting of the GMS as stipulated in Clause 16.4 of this Charter, within thirty (30) days thereafter, the Board of Controllers shall, in place of the Board, convene a meeting of the GMS in accordance with this Charter.

If the Board and/or the Board of Controllers fail to convene a meeting of the GMS as stipulated in Clause 16.4 (as the case may be), the Board and/or the Board of Controllers must be responsible in accordance with the laws and must compensate for any damage/loss arising to the Company.

16.5. Where the Board of Controllers fails to convene a meeting as stipulated in Clause 16.4 of this Charter, the Shareholder or group of the Shareholders stipulated in Clause 9.1(i) of this Charter has the right to represent the Company to convene a meeting of the GMS in accordance with this Charter.

16.6. The convenor must carry out the following work to hold a meeting of the GMS:

- (a) to prepare a list of the Shareholders entitled to attend the meeting of the

GMS;

- (b) to provide information and deal with complaints relating to the list of the Shareholders;
- (c) to prepare the program and agenda of the meeting;
- (d) to prepare documents for the meeting;
- (e) to draft a resolution of the GMS in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of the Board Member(s) or the Controller(s);
- (f) to determine the time and venue of the meeting;
- (g) to send an invitation to the meeting to each Shareholder entitled to attend the meeting in accordance with this Charter; and
- (h) other work serving the meeting.

16.7. The reasonable expenses with valid and full supporting documents for convening and conducting a meeting of the GMS as stipulated in Clauses 16.5 and 16.6 of this Charter shall be reimbursed by the Company.

ARTICLE 17. CHANGE OF RIGHTS

17.1. Decisions on the change or waiver of special rights attached to each class of preferred shares will only be adopted by consent of Shareholders who represent at least 65% of voting right of the issued shares in such class. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.

17.2. The organization of such meeting is only valid when there are at least two (02) shareholders (or their authorized representatives) participated in the meeting who hold at least a third (1/3) of the face value of the issued shares in such class. Where the number of such attendees is not sufficient, the meeting shall be reorganized within thirty (30) subsequent days and those attendees who are holders of such class of shares (regardless of the number of people and number of shares) are deemed to meet the above requirement whether they directly participate or via authorized

representatives. At the separate meetings mentioned above, holders of such class of shares who are present personally or via authorized representatives can request voting by the mean of secret ballot. Then, each holder shall have a vote for each share of such class owned by him/her.

- 17.3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 22, 23 and 24 of this Charter.
- 17.4. Unless otherwise stipulated by the terms of issuing of shares, special rights attached to various classes of shares with preference rights regarding some or all issues on distribution of profits or assets of the Company may not be changed when the Company issues additional shares of the same class.

ARTICLE 18. PROGRAM AND AGENDA OF THE GMS' MEETING

- 18.1. The convener of a meeting of the GMS must prepare the program and agenda of the meeting.
- 18.2. A Shareholder or group of the Shareholders stipulated in Clause 9.1(i) of this Charter may recommend items to be included in the agenda of a meeting of the GMS. The recommendation must be made in writing and be sent to the Company no later than three (3) Business Days prior to the date of opening. The recommendation must include the full contents as provided under the Enterprise Law.
- 18.3. The convener of a meeting of the GMS may refuse the recommendation stipulated in Clause 18.2 of this Charter in one of the following cases:
 - (a) The recommendation is not sent in time, is insufficient, or relates to an irrelevant matter; or
 - (b) The item recommended does not fall within the decision-making authority of the GMS.
- 18.4. The convener of a meeting of the GMS must accept and include the recommendations stipulated in Clause 18.2 of this Charter into the draft program and agenda for the meeting, except in any of the cases stipulated in Clause 18.3 of this Charter; the recommendation shall be added officially to the program and agenda for the meeting if the GMS so agrees.
- 18.5. In case of necessity for the benefit of the Company, after the opening of the GMS meeting, a Shareholder or group of the Shareholders stipulated in Clause 9.1(i) of

this Charter, the Board Chairman, Board Members, or the General Director may recommend items to be included in the agenda of a meeting of the GMS. The recommendation shall be added officially to the program and agenda for the meeting if the GMS so agrees.

ARTICLE 19. LIST OF SHAREHOLDERS ENTITLED TO ATTEND A MEETING OF THE GMS

- 19.1. The list of Shareholders entitled to attend a meeting of the GMS shall be prepared based on the prevailing register of Shareholders of the Company. The list of Shareholders entitled to attend a meeting of the GMS shall be completed no sooner than five (5) days prior to the date on which the invitation to the meeting of the GMS is sent. The preparation of such list needs to be publicly announced no later than twenty (20) days prior to the final date of registration for GMS meeting attendance by the Shareholders.
- 19.2. The invitations to the GMS meeting shall be sent to all Shareholders on the list of Shareholders eligible to attend the meeting at least twenty-one (21) days before the opening date of the GMS (from the date on which the invitation is sent or transferred legally with postage or put in the mailbox).
- 19.3. The invitations to the GMS meeting shall be sent to the Shareholder by a method guaranteed to reach the registered address of the Shareholder, or to the contact address provided by the Shareholder, concurrently publish on the website of the Company and the SSC, the Stock Exchange where the Company's shares are listed or registered.
- 19.4. The agenda of the GMS meeting, the documents related to the issues to be voted at the meeting shall be sent to the Shareholders and/or posted on the company's website. In cases where there are no documents attached to the invitations to the GMS meeting, the meeting invitations must include the website address so that the shareholders can access, including:
 - (a) Meeting agenda and documents used in the meeting;
 - (b) A list and specific information of the candidates in cases of election of Board Members or Controllers;
 - (c) Ballots;
 - (d) Form of appointment of authorized person to attend the meeting; and

- (e) Draft Resolution applicable to each issue in the meeting agenda.

19.5. The annual GMS must be attended by the following subjects:

- (a) Members of the Board of Directors and Controllers;

In case of force majeure cannot attend, Members of the Board of Directors and Controllers must report in writing to the Board of Directors and the Board of Controllers;

- (b) An authorized representative of the auditing organization to audit the financial statements of the Company in case of the Company's annual financial statements contains material exceptions, contradictory or negative audit opinions.

ARTICLE 20. AUTHORIZED REPRESENTATIVES OF SHAREHOLDERS

20.1. Shareholders entitled to participate in the GMS meeting according to law may authorize an organization or individual to participate as their representatives. If there is more than one authorized representative, the number of shares and the number of votes authorized to each representative shall be specifically determined.

20.2. The authorization of a representative to attend the GMS meeting shall be made in writing in accordance with the form of the Company and shall bear signatures in accordance with the following rules:

- (a) If the individual Shareholder is the authorizer, the power of attorney must bear signatures of that Shareholder and the individual or legal representative of the organization authorized to attend the meeting. The individual Shareholder may authorize maximum one (1) representative;
- (b) If the organization Shareholder is the authorizer, the power of attorney must bear signatures of the authorized representative, the legal representative and the individual or legal representative of the organization authorized to attend the meeting. The organization Shareholder may authorize maximum three (3) representatives;
- (c) In other cases, the power of attorney must bear signatures of the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the GMS meeting shall submit the power of

attorney before entering the meeting room.

- 20.3. In case of re-authorization, meeting attendees must present the original power of attorney of the shareholder, the authorized representative of the shareholder being an organization (if it has not been registered with the Company).
- 20.4. Except for cases specified in the Article 20.3 above, the ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:
- (a) The authorizer has passed away, is restricted his/her legal capacity or loses his/her legal capacity;
 - (b) The authorizer has cancelled the authorization;
 - (c) The authorizer has cancelled the competence of the authorized person.

This provision does not apply in cases the Company receives a notice on one of the aforementioned events before the opening of the GMS meeting or before the meeting is reconvened.

ARTICLE 21. EXERCISE OF THE RIGHT TO ATTEND THE GMS' MEETING

A Shareholder shall be deemed to attend and vote at a meeting of the GMS in the following cases:

- (a) Such Shareholder attends and votes in person at the meeting;
- (b) Such Shareholder authorises another person to attend and vote at the meeting;
- (c) Such Shareholder attends and votes at a meeting via an online conference, or by casting an electronic vote or by other electronic forms in case where the chairman of the GMS meeting operate online conference or agrees to receive electronic votes; or
- (d) Such Shareholder sends his/its voting slip to the meeting by mail, by fax or email in case where the chairman of the GMS meeting already sent the voting slip. In such case, the vote is legit only when the Company receives back the original voting slip which was sent by the Company and when the voting slip includes (i) the Shareholder's signature which was verified by a competent authority or notary office in case of individual Shareholder or (ii)

the signature of the legit representative of the Shareholder stamped by the Shareholder's stamp in case of corporate Shareholder, at least one (1) day before the opening of the GMS meeting.

ARTICLE 22. QUORUM AND PROCEDURES FOR CONDUCTING THE GMS' MEETING

- 22.1. Meeting of the GMS shall be only conducted where the attending Shareholders represents more than fifty percent (50%) of the voting shares.
- 22.2. If within thirty (30) minutes since the commencement of the meeting, there is still insufficient number of required participants, the GMS meeting must be reconvened within thirty (30) days from the initial date of the first meeting. The reconvened GMS can only take place where the participants, including Shareholders and authorized representatives, represent at least 33% of total voting shares.
- 22.3. If the second convened GMS meeting could not be held due to insufficient number of required participants within thirty (30) minutes since the commencement of the meeting, the GMS meeting can be reconvened for the third time within twenty (20) days from the intended date of the second meeting. In this case, the third GMS meeting shall be held regardless of the number of attending Shareholders or authorized representatives and shall be valid and powered to make decision on all the matters that can be ratified under the first GMS meeting.
- 22.4. All Meetings of the GMS shall be conducted, and materials prepared, in Vietnamese with translation and interpretation in English as necessary.

ARTICLE 23. PROCEDURES FOR CONVENING THE GMS' MEETING

- 23.1. Before opening the meeting, the Company must carry out the procedures for registration of Shareholders and must continue to carry out the registration until all of the Shareholders entitled to attend the meeting have completed the registration.
- 23.2. The GMS discusses and votes on each issue as provided in program of the GMS meeting. Voting is carried out by collecting Shareholders' votes, then counting votes of approval, disapproval and no-opinion on each issue. In case where the voting slip includes many different issues, and the voting of one or more issues are considered invalid, the validity of voting of the remaining issues is not affected. The result of counting votes shall be announced by the chairman of the meeting right before the closing of the meeting.
- 23.3. Shareholders or authorized participants who arrive after the opening of the meeting

may register immediately and has the right to attend and vote at the meeting after registration. The chairman of the meeting does not have the responsibilities to pause the meeting for late Shareholders to register and the effect of the issues voted on previously shall remain unchanged.

- 23.4. The Board Chairman shall be the chairman of the meetings convened by the Board. In case the Board Chairman is temporarily absent or not capable of working, other Board Members shall elect one of them to be the chairman of the meeting under the majority rule. If a main is not elected, the Head of the Board of Controllers shall direct the GMS meeting to elect a chairman within the attending people and the person that receives most votes shall be the chairman of the meeting.

In other cases, the person that signs the decision to convene the GMS meeting shall direct the GMS meeting to elect the chairman of the meeting and the person that receives most votes shall be the chairman of the meeting.

- 23.5. The agenda and program of the GMS meeting must be ratified by the GMS during the opening session. The agenda must specify the time for each issue on the agenda.
- 23.6. The chairman of the meeting is entitled to take necessary actions to control the meeting in an orderly and legally manner and in conformity with the ratified agenda so that it reflects the demands of the majority of participants.
- 23.7. The chairman of the meeting may adjourn the GMS meeting to another time or change the location of the meeting in the following cases:
- (a) The location for the meeting does not have sufficient suitable seating for all of the attendees;
 - (b) Communication devices at the current location are not sufficient for attending Shareholders to discuss and vote;
 - (c) There is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting.

The maximum postpone time of the GMS is three (03) working days from the initial opening day.

- 23.8. The convener of the GMS meeting has the rights to request all participants to undergo inspection or other legitimate, reasonable security measures. If there is someone refuses to comply with the regulations on inspection or the abovementioned security measures, the convener may reject or expel such

Shareholder or representative from attending the meeting after considering carefully.

23.9. The convener of the General meeting of shareholders, after considering carefully, may carry out appropriate methods to:

- (a) Arrange seats at the meeting place of the GMS;
- (b) Ensure safety of everyone present at the meeting place;
- (c) Enable Shareholders to attend (or keep on attending) the meeting. The convener of the GMS reserves the right to change the abovementioned measures and apply all necessary measures. The applicable measures may be issuance of admission or other options.

23.10. In case the Company applies technology to organize the GMS via online meeting, the Company is responsible for ensuring that Shareholders attend, vote by electronic voting or other electronic forms according to regulations of Enterprise Law and Securities Law.

ARTICLE 24. PASSING RESOLUTIONS OF THE GMS

24.1. The following resolutions of the GMS shall be passed if it is agreed by the Shareholders representing at least sixty-five per cent (65%) of the total number of voting slips of all the attending Shareholders:

- (i) Classes of shares and total amount of each class;
- (ii) Changes of business lines;
- (iii) Change of the Company's organizational structure;
- (iv) Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company;
- (v) Reorganization or dissolution of the Company.

24.2. Except for cases specified in Articles 24.1, 24.4, 24.6 and 26 of this Charter, all resolutions of the GMS shall be passed if it is agreed by the Shareholders representing more than fifty percent (50%) of the total number of voting slips of all the attending Shareholders.

- 24.3. In case where the voting slip includes many different issues, and the voting of one or more issues are considered invalid, the validity of voting of the remaining issues is not affected.
- 24.4. The election of Board Members and Controllers shall be carried out in the manner of ordinary election. Accordingly, each Shareholder has a total number of votes corresponding to the total number of shares he represents (including owned and/or authorized shares); each election of a candidate is one round of voting and in each round, each Shareholder has the right to use none to all of his votes to vote for the candidate; the numbers of votes used at the previous round does not affect the number of votes can be used at the next round. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Controllers reaches the minimum number specified in this Charter. Successful candidates is not required to have more than 50% of the total voting of all attending Shareholders. In case two or more candidates win equal numbers of votes for the last Board of Directors or the Board of Controllers, a re-election shall be held among these candidates or they shall be elected according to the criteria set forth by the election rides or the Charter.
- 24.5. For further clarification, the dismissal of any Board Member and Controller will be adopted if it is agreed by the Shareholders representing more than fifty percent (50%) of the total number of voting slips of all the attending Shareholders or in accordance with the laws or this Charter.
- 24.6. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.

ARTICLE 25. MEETING MINUTES OF THE GMS

- 25.1. Meetings of the GMS shall be minuted and may be sound recorded, or recorded and stored in other electronic forms. Minutes must contain the basic details as follows:
- (a) Name, enterprise ID number, headquarters address;
 - (b) Time and location of the General meeting of shareholders;

- (c) Agenda and contents of the meeting;
 - (d) Full names of the chairman and the secretary;
 - (e) Summary of the meeting and opinions given at GMS meeting with regard to each issue on the agenda;
 - (f) The number of Shareholders and total number of votes of attending Shareholders; list of registered Shareholders, representatives of Shareholders with the corresponding amount shares and votes;
 - (g) Total votes on each issue in which specifying the voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratio to total votes of attending shareholders;
 - (h) Ratified issues and corresponding ratio of affirmative votes;
 - (i) Signatures of the chairperson and the secretary. In case the chairperson and the secretary refuse to sign the minutes, they will be effective if they are signed by the other members of the Board of Directors and contain all information prescribed in this Clause. The minutes shall clearly state the reasons why the chair and the secretary refuse to sign them.
- 25.2. The minutes made in Vietnamese and, only when necessary, in English. If the minutes are translated into any other language, the Vietnamese version shall prevail in the event of any conflict with any written record in another language.
- 25.3. The meeting minutes of the GMS must be completed and approved prior to the closing of the meeting.
- 25.4. The chairman and secretary of the meeting or other persons must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
- 25.5. The meeting minutes of the GMS must be sent to all the Shareholders within a time-limit of fifteen (15) days from the closing date of the meeting.
- 25.6. The meeting minutes of the GMS, the list of the Shareholders registered to attend the meeting, the resolutions passed and any related documents sent together with the invitation to attend the meeting must be archived at the head office of the Company.

ARTICLE 26. ABSENTEE VOTING OF SHAREHOLDERS TO RATIFY

DECISIONS OF THE GMS

- 26.1. Except the annual meeting of the GMS, the GMS may ratify all issues within its competence (including amendments to the Charter; the Company's development orientation; types of shares and total amount of each type; decision to make investments or sell assets of which the values are equal to or higher than 35% of the total asset value written in the latest financial statement of the company, or a smaller rate prescribed by the company's charter; ratify annual financial statements; restructuring or dissolution of the company; Election and dismissal or members of the Board of Directors and the Board of Controllers) in the form of absentee voting if deemed necessary for the benefit of the company.
- 26.2. The Board must prepare the absentee ballot, the draft resolution of the GMS and other documents explaining the draft resolution. The Board must submit and publish documents to the Shareholders within a reasonable time for consideration and voting and must send them at least ten (10) days before the expiration date of receipt of the absentee ballot. The requirements and formalities for sending the absentee ballot and attached documents shall comply with Article 19 this this Charter.
- 26.3. The absentee ballot shall contain:
- (a) Name, enterprise ID number, headquarters address;
 - (b) Purpose of the absentee voting;
 - (c) Full name, mailing address, nationality, citizenship identification card, identity card, passport or other lawful personal identification of Shareholders which are natural persons; name, mailing address, nationality, enterprise code or establishment decision number of Shareholders as organizations or name, mailing address, nationality, citizenship identification card, identity card, passport or other lawful personal identification of representatives of Shareholders which are organizations; the number of shares of each type and the number of votes of Shareholders;
 - (d) The issue that need voting to ratify the decision;
 - (e) Voting options including affirmative, negative, and abstentions on each issue;
 - (f) Deadline for submitting the completed absentee ballot to the Company;

- (g) Full name and signature of the Board Chairman;
- 26.4. The completed absentee ballot must bear the signature of the Shareholder who is a natural person or the Shareholder's authorized representative or legal representative (if the Shareholder is an organization).
- 26.5. The completed absentee ballot may be sent to the Company in the following manner:
- (a) By post: Every absentee ballot sent to the Company must be put into sealed envelopes. Envelopes must not be opened before counting;
 - (b) By fax or email: Absentee ballots sent by fax or email must be kept confidential until the vote counting time.
- 26.6. Absentee ballots sent to the Company after the deadline written therein, absentee ballots sent by post in envelopes that are opened, absentee ballots sent by fax or email that are revealed before the voting time are all invalid. If an absentee ballot is not submitted, it will be excluded from voting.
- 26.7. The Board of Directors shall organize vote counting and issue a vote counting record in the presence of the Board of Controllers or the Shareholders that are not holding any managerial position in the Company . The vote counting record must contain the following information:
- (a) Name, enterprise ID number, headquarters address;
 - (b) Purposes and issues that need voting to ratify the resolution;
 - (c) The number of Shareholders and total number of votes casted, in which separate the numbers of valid and invalid votes, methods of sending, enclosed with the list of voting Shareholders;
 - (d) Total number of affirmative votes, negative votes and abstentions on each issue;
 - (e) The ratified issues and corresponding ratio of affirmative votes;
 - (f) Full name and signature of the Board Chairman, the Company's legal representative, the vote counter and the vote counting supervisor.
- 26.8. Board Members, vote counters and vote counting supervisors are jointly responsible

for the truthfulness and the accuracy of the vote counting record; jointly responsible for damages caused by the decisions ratified because of untruthful, incorrect counts of votes;

- 26.9. The vote counting record and resolution shall be sent to all Shareholders within 15 days from the completion date of vote counting. If the Company has a website, the vote counting record may be posted on such website instead of being sent to Shareholders.
- 26.10. Completed absentee ballots, the vote counting record, ratified resolutions and relevant documents enclosed with absentee ballots shall be kept at the Company's headquarter.
- 26.11. In case where the voting slip includes many different issues, and the voting of one or more issues are considered invalid, the validity of voting of the remaining issues is not affected.
- 26.12. For the following matters, resolutions ratified by absentee voting must be approved by a number of Shareholders represent at least 51% of shares with voting rights of all attending Shareholders:
 - (i) Classes of shares and total amount of each class;
 - (ii) Changes of business lines;
 - (iii) Change of the Company's organizational structure;
 - (iv) Project of investment or sale of assets of which the values are equal to or higher than 35% of the total asset value recorded in the latest audited financial statement of the Company;
 - (v) Reorganization or dissolution of the Company.
- 26.13. Except for matters as mentioned in Article 26.12 above, resolutions for any other issues ratified by absentee voting must be approved by a number of Shareholders represent more than 50% of shares with voting rights of all attending Shareholders.
- 26.14. For further clarification, Shareholders who do not send absentee ballots shall be not considered as attending Shareholders.

ARTICLE 27. EFFECTIVENESS OF THE GMS'S RESOLUTIONS

- 27.1. Resolutions of the GMS must be notified to Shareholders entitled to attend the GMS within fifteen (15) days from the date of approval thereof. Such resolutions may be posted on the website of the Company instead of being sent to Shareholders.
- 27.2. A resolution of the GMS shall be effective as from the date it is passed or as from the effective date stated in such resolution.
- 27.3. Within 90 days from the day on which the minutes or the absentee vote counting record is received, Board Members, Controllers, General Director, the Shareholder or group of Shareholders mentioned in Article 9.1(i) of this Charter may request a court to consider annulling the decision of the GMS in the following cases:
- (a) Procedures for convening the meeting or absentee voting and making decisions of the GMS seriously violated the laws and this Charter, except for cases specified in the Article 27.4;
 - (b) Contents of the resolution contravene the law or the Charter.

In case a resolution of the GMS is requested to be annulled, such resolution is still effective until a dissenting decision is made by the court.

- 27.4. A resolution that is ratified by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and issuing such resolution prescribed in the Enterprise Law and the Charter are not followed.

CHAPTER IV. THE BOARD OF DIRECTORS, THE BOARD OF EXECUTIVES AND THE BOARD OF CONTROLLER

ARTICLE 28. RIGHTS AND OBLIGATIONS OF THE BOARD OF DIRECTORS

- 28.1. Business operations and activities of the Company shall be subject to the supervision and direction of the Board OF Directors. The Board of Directors has full competence to exercise all rights and obligations of the Company that are not under the competence of the GMS.
- 28.2. The Board of Directors has the following rights and obligations:
- (a) Decide on strategies, medium-term development plans and annual business plans of the Company;
 - (b) Determine operational objectives in consideration of the strategic objectives

ratified by the General meeting of Shareholders;

- (c) Appoint, dismiss, sign contracts and terminate contracts with the General Director, members of the Board of Executives and determine their salaries;
- (d) Supervise and direct the General Director and members of the Board of Executives;
- (e) Handle complaints of the Company about members of the Board of Executives as well as decide on the selection of representatives of the Company to handle issues related to legal procedures concerning such executives;
- (f) Determine the Company's organizational structure, the establishment of subsidiaries, branches, representative office, appoint, dismiss, sign contracts and terminate contracts with the Director and other positions equivalent to members of the Board of Executives in the subsidiaries, branches, representative office, and determine their salaries;
- (g) Propose reorganization or dissolution of the bankruptcy; file bankruptcy of the Company;
- (h) Determine internal regulations on enterprise governance of the Company after the approval of the GMS to protect Shareholders, and other regulations relating to the Company's operation;
- (i) Approve the agendas and contents of the documents serving the GMS meeting; convene the GMS or collect opinions for the GMS to ratify decisions;
- (j) Propose the dividends; decide the time and procedures for paying dividends or settling business losses;
- (k) Suggest types of shares issued and the total number of issued shares in each type;
- (l) Suggest the issuance of convertible bonds and warrant-linked bonds;
- (m) Decide selling prices for the company's shares and bonds in accordance with laws;
- (n) Submit audited annual financial statements and corporate governance

reports to the GMS;

- (o) Report on the appointment of General Director to the GMS;
- (p) Perform duties and rights authorized/delegated by the GMS;
- (q) Establish subcommittee under the Board;
- (r) Approve contracts for purchase, sale, borrowing, lending and other contracts valued at least 35% of the total assets of the Company which was stated in the latest financial statements, except contracts or transaction within the jurisdiction of the GMS;
- (s) Implement the prevention and resolution of conflicts that may arise between Shareholders and the Company. The Board may appoint officers to implement necessary systems or establish a specialized department to resolve conflicts in the Company or serve this purpose;
- (t) Approve transactions, investments outside the scope of business and financial plans submitted by the General Director and/or the Board of Executives;
- (u) Veto the decision of the General Director and/or the Board of Executives in carrying out any normative activity in the condition that such veto has its basis;
- (v) Within the scope specified in Article 153.2 of the Enterprise Law and except for the cases specified in Article 138.2.d and Article 167.1 and 167.3 of the Enterprise Law which must be approved by the GMS, the Board shall decide on the implementation, amendment and cancellation of contracts of the Company;
- (w) Appoint and remove the trade representatives and lawyers authorized by the Company;
- (x) Approve loans and implementation of mortgages, warranties, guarantees and compensations of the Company;
- (y) Approve purchase or sale of shares and stakes in other companies established in Vietnam or abroad, designate authorized representatives to participate in the Board of Members or GMS of another company; decide their remunerations and other benefits;

- (z) Approve valuation of assets contributed to the Company not in cash related to the issuance of stocks or bonds of the Company including gold, land use rights, intellectual property rights, technology and know-how technology;
 - (aa) Approve the re-acquirement or withdrawal of not more than 10% of shares of each type offered within 12 months;
 - (bb) Approve decision on the rate of re-acquirement or withdrawal of shares of the company;
 - (cc) Approve business issues or transactions that the Board decided that they need approval by the Board within its competence and responsibilities;
 - (dd) Decide other methods of raising capital;
 - (ee) Elect, dismiss the President of the Board of Directors;
 - (ff) Report on activities of Board of Directors at annual GMS;
 - (gg) Monitor and prevent conflicts of interest of Board Members, Controllers, members of the Board of Managements and other managers, including misuse of Company assets and misuse of transactions with related party;
 - (hh) Other rights and obligations in accordance with this Charter, the Enterprise Law, the Securities Law, and the laws of Vietnam
- 28.3. If the Board of Directors does not submit the annual financial statement of the Company to the GMS, such statement is considered invalid and not approve by the Board of Directors.
- 28.4. Unless prohibited by the laws of Vietnam, the Board may authorize/delegate the Board Chairman or its officer or members of the Board of Executives to perform one or more of its rights and duties. The content of the authorization/delegation shall be clearly and specifically defined.
- 28.5. During the implementation of their duties, the Board Members shall have the following rights and responsibilities:
- (a) Rights to request the members of the Board of Executives and the manager

of the Company to provide information, documents on the financial situation, business operation of the Company and other units in the Company. The requested person is required to provide timely, fully and accurately the information.

- (b) Rights to receive remuneration, salary and other benefits as follows:
 - (i) The total salaries for the Board of Directors shall be decided by the GMS. This amount of salaries is divided to the members of the Board of Directors in accordance with the decision of the Board Chairman;
 - (ii) The total amount paid to each Board Member includes salaries, expenses, commissions, share purchase rights and other benefits earned from the company, its subsidiaries, associated companies and other companies in which the Board Members are representatives of the contributed capital must be published in detail in the annual report of the Company;
 - (iii) Board Members holding managing positions or Board Members working in the sub-committee of the Board of Directors or performing other tasks that are beyond the scope of the common tasks of the Board Member may be paid additional remunerations in the form of a remuneration package for each time, salary, commission, percentage of profits or otherwise as decided by the Board of Directors; and
 - (iv) Board Members are entitled to be paid all travel expenses, accommodation and other reasonable expenses they have to pay when performing the responsibility of the Board Members, including expenses incurred when attending the GMS, the meetings of the Board of Directors or the sub-committees of the Board of Directors.

28.6. Board Members have responsibilities as prescribed in this Charter, Enterprise Law, Securities Law and other Vietnam laws.

ARTICLE 29. COMPOSITIONS AND TERM OF MEMBERS OF THE BOARD OF DIRECTORS

29.1. The Board of Directors includes eight (08) Board Members. Each Board Member has a term of office of 05 years without term limit.

29.2. The total number of independent Board Members must be at least two (02) Members. Each independent Board Member shall only be elected up to 02 continuous terms. The number of permanent members in Vietnam must have at least one-half (1/2) of the total number of Board Members.

29.3. Board Members shall lose their member status in the following cases:

- (a) The GMS shall dismiss a member of the Board of Directors from office in the following cases:
 - (i) He/she does not fully satisfy the requirements in accordance with laws and this Charter or be prohibited by the law to become the Board Member;
 - (ii) He/she is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works;
 - (iii) He/she hands in a resignation and is accepted
- (b) The GMS shall dismiss a member of the Board of Directors in the following cases:
 - (i) He/she has a mental disorder and other members of the Board of Directors have professional evidence to prove that the person has no longer act capacity;
 - (ii) He/she fails to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;
 - (iii) He/she is dismissed by the GMS's decision;
 - (iv) He/she has provided materially false personal information when submitting it to the Company as a candidate to the Board of Directors
- (c) Other cases as prescribed by the law and this Charter.

29.4. The appointment of Board Members must be published in accordance with the Securities Law.

29.5. The Board Member may not be shareholders of the company.

ARTICLE 30. NOMINATION OF BOARD MEMBERS

30.1. The Shareholders stipulated in Clause 9.1(h) of this Charter may include the voting

rights of each person together to nominate the Board Members. Shareholders or groups of Shareholders holding 10% to less than 20% of the total number of shares with voting rights may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate three (03) candidates; from 40% to 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to less than 80% may nominate up to seven (07) candidates and from 80% to above may nominate up eight (08) candidates.

- 30.2. Where the number of candidates for the Board Members through nomination and self-nomination fails to reach the number as needed, the incumbent Board may nominate additional candidates.

ARTICLE 31. THE BOARD CHAIRMAN

- 31.1. The Board shall elect the Board Chairman among its Board Members.

- 31.2. The Board Chairman has the following rights and obligations:

- (i) to lead and ensure the effective operation of the Board;
- (ii) to make programs and working plans of the Board;
- (iii) to prepare the program, agenda and documents for meetings of the Board; to convene and preside over meetings of the Board;
- (iv) to organize for resolutions of the Board to be passed;
- (v) to monitor the implementation of resolutions of the Board;
- (vi) to meet regularly with the General Director and act as a contact between the Board and the Board of Executive;
- (vii) to develop, implement and review the procedures governing the operation of the Board;
- (viii) to ensure full, timely, accurate and clear information exchange between Board Members and the Board Chairman;
- (ix) to chair meetings of the GMS and meetings of the Board;

- (x) to ensure effective communication and contact with Shareholders;
- (xi) to organize periodic assessment of the Board, departments under the Board and each Board Member;
- (xii) to create favorable conditions for independent Board Member to operate effectively and establish constructive relationships between the executive members and non-executive members in the Board;
- (xiii) to perform other duties and obligations as authorized or requested by the GMS and/or the Board;
- (xiv) other rights and obligations as regulated by this Charter and other relevant regulations.

31.3. Where the Board Chairman is absent or is not able to perform his/her duties, he/she shall authorize in writing another Board Member to exercise the rights and perform the obligations of the Board Chairman. Where no person is authorized or the Board Chairman is dead, missing, detained, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, making a getaway; has limited legal capacity or is incapacitated, has difficulty controlling his/her behavior, is prohibited by the court from holding certain positions or doing certain works, the remaining Board Members shall select one of them to temporarily hold the position of the Board Chairman in accordance with the principle of a majority.

31.4. The Board Chairman can be dismissed by the Board. In case where the Board Chairman is dismissed or resigns, the Board shall elect a new Board Chairman within 10 days from the date receipt of a resignation, or dismissal.

ARTICLE 32. MEETING AND RESOLUTION OF THE BOARD

32.1. The Board Chairman shall be elected during the first meeting of the Board within 07 working days from the end of the voting of the Board that term. This meeting shall be convened by the member that receives the most votes. If there is more than one member who has the highest votes, they shall be voted for by members under the majority rule to elect one person to convene the meeting of the Board.

32.2. Convening meetings of the Board

- (a) Meetings of the Board may be held on an ordinary or extraordinary basis. The Board may hold the meetings at the head office of the Company or at another location.
- (b) An ordinary meeting of the Board shall be held immediately following the annual meeting of the GMS, respectively, for each fiscal year. The additional ordinary meetings of the Board shall be held at any time as necessary but there must be at least one ordinary meeting every quarter.
- (c) The Board Chairman must convene an extraordinary meeting of the Board in any of the following circumstances:
 - (i) Upon the request of the Board of Controllers;
 - (ii) Upon the request of the General Director or at least three (03) members of the Board of Executive;
 - (iii) Upon the request of at least two (2) Board Members;
 - (iv) Upon the request of the independent Board Member;
 - (v) Where there is a request from the independent audit firm to audit the financial statements of the Company, the Board Chairman shall convene a meeting of the Board to discuss the audit reports and situation of the Company; and
 - (vi) Other circumstances as provided by the laws of Vietnam.
- (d) The Board Chairman must convene a meeting of the Board within a time-limit of seven (7) Business Days from the date of receipt of the request stipulated in Article 32.2(c) above.
- (e) The Board Chairman or other convener of the meeting of the Board must send an invitation for meeting no later than two (2) Business Days prior to the date of the meeting. The invitation must include the contents as provided in the Enterprise Law and must be enclosed with documents to be used at the meeting and voting forms for the Board Members.

The invitation shall be sent by post, fax, electronic mail or other method guaranteed to reach the contact address of each Board Member as registered with the Company.

32.3. Proxies, quorum for the Board's meetings

- (a) A Board Member may appoint a proxy to attend and vote at the Board's meetings on his/her behalf, if at least 1/2 of other attending Board Members accepts.
- (b) A Board's meeting shall be conducted if there is attendance of three quarters (3/4) of the Board Members attending the meeting.

If the quorum for the meeting set out above is not satisfied, the meeting shall be convened for a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the Board attends the meeting.

If the quorum for the second meeting set out above is not satisfied, the third meeting shall be convened for a third time within five (05) days from the intended date of the second meeting. The third meeting is conducted regardless of the number of Board Members attending the meeting.

- (c) A Board Member shall be deemed to attend and vote at the Board's meeting in any of the following cases:
 - (i) Such Board Member attends and votes at the meeting in person;
 - (ii) Such Board Member authorizes another person to attend the meeting in accordance with Article 32.3(a) above;
 - (iii) Such Board Member attends and votes at the meeting via an online conference or other similar forms; or
 - (iv) Such Board Member sends his/her written vote to the Board's meeting by mail, fax or email. Where a written vote is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Board Chairman at least one hour prior to the opening of the meeting. Written votes shall be opened only in the presence of all persons attending the meeting.
- (d) All Board meetings shall be conducted, and materials prepared, in Vietnamese with translation and interpretation in English as necessary.

32.4. Adopting the Board's resolutions

- (a) The Board shall pass decisions by way of voting in a meeting or collection of written opinions. Each of the Board Members has one vote.
- (b) A Board Member shall not vote on contracts, transactions or proposals that such member or his related person has conflicts of interest or may conflict with interests of the Company. A Board Member is not included in the minimum percentage of members present to hold the Board meeting on decisions that such member does not have voting rights.
- (c) When a problem arises at a meeting regarding the interests or voting rights of a Board Member and that member does not voluntarily give up the voting right, the Board Chairman's decision is the final decision, except in case where the nature or scope of benefits of the relevant Board Member has not been fully published.
- (d) A resolution of the Board shall be passed when it is agreed by more than half of the Board Members attending the meeting (if voting in a meeting) or more than half of the Board Members (if voting by collecting written opinion). If the number of affirmative and negative votes is equal, the vote of the Board Chairman is the decisive vote.
- (e) The Company's Shareholders are entitled to request the court to suspend or invalidate the resolution or decision if a resolution or decision is ratified by the Board of Directors against regulations of law or a resolution of the GMS or the company's charter and causes damage to the Company.

32.5. Meeting minutes of the Board

All meetings of the Board must be minuted and filed at the head office of the Company in accordance with the Enterprise Law. The minutes of the Board meetings shall be prepared in Vietnamese with translation and interpretation in English as necessary. If the minutes are translated into any other language, the Vietnamese version shall prevail in the event of any conflict with any non-Vietnamese version thereof. The meeting minutes shall be reviewed and signed by the Chairperson of the meeting and the minute take, or by all of the other attending members of the Board of Directors in case the Chairperson and the minute take refuse to sign the minutes.

ARTICLE 33. PERSONS IN CHARGE OF ADMINISTRATION

33.1. The Board shall appoint at least one (01) person in charge of administration to support the corporate governance effectively. The term of the person in charge of

administration shall be decided by the Board with a maximum of five (5) years without term limitation.

33.2. Persons in charge of administration must meet the following conditions:

- (a) Not work for the audit organization auditing for the Company's financial statements;
- (b) Other standards as prescribed by the law, this Charter and the decisions of the Board.

33.3. The Board may remove the persons in charge of administration if necessary, but not in contravention of the effective laws on labour. The Board may appoint an assistant for the persons in charge of administration from time to time.

33.4. Persons in charge of administration shall have the following rights and obligations:

- (a) Advise the Board on the organization of convening the GMS in compliance with regulations and the related work between the Company and Shareholders;
- (b) Prepare meetings of the Board, the Board of Controllers and the GMS meeting at the request of the Board or the Board of Controllers;
- (c) Advise on the procedures of meetings;
- (d) Participate in the meetings;
- (e) Advise on procedures to make resolutions of the Board in accordance with regulations of laws;
- (f) Provide financial information, copies of meeting minutes of the Board and other information for the Board Members and Controllers;
- (g) Monitor and report to the Board on the operation of publishing information of the Company;
- (h) Ensure the security of information in accordance with regulations of laws and the Charter;
- (i) Be a liaison point with stakeholders

- (j) Other rights and obligations as prescribed by the law, this Charter and the decisions of the Board.

ARTICLE 34. THE BOARD OF EXECUTIVES

- 34.1. The Board of Executives shall comprise of the General Director, the Deputy General Directors, the Chief Financial Executive, and/or Chief Accountant. General Director, Deputy General Directors shall not concurrently work for another securities company, asset management company or other enterprises. Members of the Board of Executives must meet the standards set out in the Enterprise Law, the Securities Law and other legal regulations.
- 34.2. The Board shall recruit or appoint members of the Board of Executives.
- 34.3. The General Director manages the day-to-day business operations of the Company. The General Director is supervised by the Board, and is responsible to the Board and in accordance the law for the exercise of his/her delegated powers and the performance of his/her delegated obligations.
- 34.4. The term of the General Director shall not exceed five (5) years and may be re-appointed for an unlimited number of terms. The Board of Directors can dismiss the General Director or any member of the Board of Executives when more than 50% of the Board Members agree.
- 34.5. The General Director has the following rights and duties:
 - (a) to make decisions on all issues relating to the Company's day-to-day business operations not otherwise requiring decision of the Board or the GMS;
 - (b) to organise implementation of Board's resolutions;
 - (c) to organise implementation of the Company's business and investment plans;
 - (d) to make recommendations with respect to the Company's organisational structure and internal management rules;
 - (e) to recruit employees, appoint, dismiss other managers of the Company, except those appointed by the Board;
 - (f) to propose number and management executives under the appointment or

dismissal authority of the Board that the Company needs to hire, and advise the Board to decide the salary, compensation, benefits and other provisions of the labor contract of those executives;

- (g) to submit annual financial statements to the Board;
- (h) to submit to the Board for approval of the annual detailed business plan for the next fiscal year on the basis of meeting the requirements of appropriate budgets as well as financial plans;
- (i) to make decisions on salary and other benefits for the Company's employees, excluding those of the other members of the Board of Executives, which shall be decided by the Board;
- (j) to be entitled to make decisions and sign contracts or transactions valued at less than thirty-five percent (35%) or transaction resulting in total transaction value arising within 12 months from the date of first trade being less than 35% (thirty-five percent) of the total value of assets recorded in the latest financial statement of the Company, except for transactions with related parties under the authority of the GMS or the Board in accordance with Article 37 of this Charter;
- (k) to direct, supervise and assign work to the other members of the Board of Executives;
- (l) to make recommendations to the Board on methods of paying dividend and of dealing with business losses; and
- (m) other powers and duties in accordance with the Enterprise Law, the Securities Law, this Charter, resolutions of the Board from time to time, and the labour contract signed with the Company.

ARTICLE 35. BOARD OF CONTROLLERS

- 35.1. The Board of Controllers comprises three (3) Controllers appointed by the GMS. Decisions on salary and other benefits for the Board of Controllers shall be made by the GMS.
- 35.2. The term of Controllers is five (5) years, and the Controllers may be re-appointed for an unlimited number of terms. The Controllers must satisfy the criteria and conditions as set forth in the Enterprise Law, Securities Law and other laws.

- 35.3. The Shareholders stipulated in Clause 9.1(h) of this Charter may combine the voting rights of each person together to nominate candidates of the Board of Controllers. Shareholders or groups of Shareholders holding 10% to less than 40% of the total number of shares with voting rights may nominate one (01) candidate; from 40% to less than 75% may nominate up to two (02) candidates; and from 75% to above may nominate up three (03) candidates. In case the number of candidates for the Board of Controllers through nomination and candidacy is still not enough, the incumbent Board of Controllers may nominate more candidates.
- 35.4. The Controllers shall, subject to the approval by the GMS, elect one among them as the head of the Board of Controllers under the majority rule. The head of the Board of Controllers shall have a bachelor's degree in economics, finance, accounting, audit, law, business administration or a major that is relevant to the enterprise's business operation. The head of the Board of Controllers has the rights and obligations as decided by the GMS, Enterprise Law, Securities Law and other laws.
- 35.5. There must be more than half (1/2) of the Board of Controllers must reside permanently in Vietnam.
- 35.6. If the term of all the Controllers expires at the same time and if the Controllers of the new term have not been elected, the Controllers whose terms have expired shall retain their rights and obligations until the Controllers of the new term are elected and take over the duties.
- 35.7. The Board of Controllers has the following rights, obligations and duties:
- (a) to supervise the Board and the General Director with respect to management and administration of the Company;
 - (b) to inspect the reasonableness, legality, truthfulness and prudence in management and administration of business activities; and the systematic nature, consistency and appropriateness of statistic and accounting work and preparation of financial statements;
 - (c) to evaluate the completeness, lawfulness and truthfulness of reports on business situation, half-yearly and annual financial statements, reports on evaluation of the management of the Board, and to submit evaluation reports at annual meetings of the GMS;
 - (d) to review, inspect and evaluate the effectiveness and efficiency of systems of internal control, internal audit, risk management and early warning of the Company;

- (e) to review books of account, records of accounts and other documents of the Company, and the management and administration of the operations of the Company if deemed necessary or pursuant to a resolution of the GMS or as requested by a Shareholder or group of the Shareholders as stipulated in Clause 9.1(i) of this Charter;
- (f) upon request by a Shareholder or group of the Shareholders as stipulated in Clause 9.1(i) of this Charter, the Board of Controllers shall carry out an inspection within a period of seven (7) Business Days from the date of receipt of the request. The Board of Controllers must submit a report on results of the inspection of the issues required to be inspected to the Board and the requesting Shareholder or group of the Shareholders within a period of fifteen (15) days from the date of completion of the inspection. The inspection of Board of Controllers stipulated in this Clause 28.6 must not disrupt the normal activities of the Board and shall not interrupt the administration of the business operations of the Company;
- (g) to recommend to the Board or the GMS any changes and improvements in the organisational and managerial structure, supervision and administration of the business operations of the Company;
- (h) upon detect any breach of any regulation of this Charter or the laws by a Board Member or the General Director, to notice immediate in writing within 48 hours to the Board and request the person in breach to cease the breach and take measures to remedy any consequences;
- (i) to have the right to attend and participate in discussions at meetings of the GMS, of the Board and other meetings of the Company;
- (j) to have the right to use an independent consultant or the internal audit department of the Company to perform the assigned duties;
- (k) the Board of Controllers may consult the Board prior to submission of reports, conclusions and recommendations to the GMS;
- (l) Review contracts and transactions with Relevant Person subject to approval by the Board of Directors or the GMS and offer recommendations;
- (m) Propose the GMS to approve the list of auditing organizations auditing the financial statements of the Company; decide on an approved auditing organization to inspect the Company's operations, dismiss the approved

auditor if necessary;

- (n) Develop the operation regulation of the Board of Controllers and submit to the GMS for approval;
- (o) Report activities of the Board of Controllers in the annual GMS;
- (p) to perform other rights, obligations and duties as stipulated in the Enterprise Law, Securities Law, this Charter and resolutions of the GMS.

35.8. The Board of Controllers meeting shall be conducted at least two (2) times a year, and be conducted when the number of members attending the meeting is at least two-thirds (2/3) of the members. Minutes of the meeting of the Board of Controllers were made in detail, clearly, and signed by the minute maker and the attending members. Minutes of the meeting must be recorded truthfully and fully with the contents of the meeting and must be kept in accordance with laws.

35.9. A Controller shall be removed in the circumstances as set forth in the Enterprise Law.

ARTICLE 36. OBLIGATIONS OF THE MANAGEMENT PERSONNEL

Each Board Member, Controller, member of the Board of Executives has the following obligations:

- 36.1. to exercise his/her delegated powers and perform his/her delegated duties strictly in accordance with provisions of the laws, this Charter, and the resolutions of the GMS and other policies of the Company;
- 36.2. to exercise his/her delegated powers and perform his/her delegated duties honestly and prudently to their best ability in the maximum legitimate interests of the Company and of the Shareholders of the Company;
- 36.3. to be loyal to the interests of the Company and the Shareholders of the Company; to not use information, secrets, business opportunities of the Company, not to abuse his/her position and powers and assets of the Company for his/her own personal benefits or for the benefit of other organisations or individuals;
- 36.4. to notify the Company in a timely manner, fully and accurately about enterprises in which he/she or his/her related person owns or have contributed capital or controlling shares; and

- 36.5. together with their related persons, not to use or disclose inside information to perform related transactions.
- 36.6. to notify in writing to the Board of Directors, the Board of Controllers on transactions between the Company and subsidiaries, a company controlled by the Company over 50% or more of the charter capital with that person or with related party of that person according to the provisions of law;
- 36.7. to take responsibility for the damage caused by his/her violation;
- 36.8. to have other obligations as provided by the laws and this Charter.

ARTICLE 37. RELATED PARTY TRANSACTIONS

- 37.1. Contracts and transactions between the Company and the following parties must be approved by the GMS or the Board of Directors as provided in Article 37.2 and 37.3 below:
 - (a) A Shareholder or authorised representative(s) of the Shareholders owning more ten percent (10%) total shares of the Company and their related persons;
 - (b) Board Members, the General Director and their related persons; and/or
 - (c) Members of the Supervisory Board, managers of other businesses and their related persons; and / or
 - (d) Enterprises stipulated in Article 164.2 of the Enterprise Law.
- 37.2. Any contract or transaction stipulated in Article 37.1 above at the value of less than thirty-five percent (35%) of the total value of assets recorded in the most recent financial statements of the Company shall be approved by the Board. In this case, the person that signs the contract on behalf of the Company shall send a notification to the Board and the Board of Controller of the entities related to such contract or transaction, and enclose with the notification the draft contract or description of the transaction. The Board shall decide whether to approve the contract or transaction within 15 days from the day on which the notification is received; members with related interests do not have voting right.

- 37.3. Contracts or transactions stipulated in Article 37.1 but not covered by Article 37.2 above, contracts, loan, loan, or sale of assets with a value greater than ten percent (10%) of the total value of the Company's assets as recorded in the most recent financial statements between a Company and a Shareholder owning 51% or more of the total number of voting shares or a related person of such Shareholder, and a contract or transaction results in the total transaction value arising in within 12 months from the date of making the first transaction with a value of thirty-five percent (35%) or more must be approved by the GMS. In this case, the representative of the Company who signs the contract must notify the Board of Directors and the Board of Controllers of the entities related to that contract or transaction with a draft contract or announcing the main contents of the transaction. The Board of Directors submits a draft contract or explains the main contents of the transaction at the GMS or collects shareholders' opinions in writing. In this case, Shareholders with related interests do not have the right to vote; the contract or transaction is only approved when the number of Shareholders approved represents for sixty-five percent (65%) of the total remaining votes.
- 37.4. Any contracts or transactions entered into or performed which are not accepted under the provisions of this Article 37 shall be invalidated and punished in accordance with law; the contractor, the Shareholder, Member of the Board or related General Director must jointly compensate for any damage arising, return to the Company any profits earned from the execution of such contracts or transactions.

CHAPTER VI. FINANCE, ACCOUNTING AND DIVIDENDS POLICY

ARTICLE 38. FISCAL YEAR

The fiscal year of the Company shall commence on January 1st of each calendar year and end on December 31st of the same year.

ARTICLE 39. ACCOUNTING AND FINANCIAL INFORMATION

- 39.1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system promulgated by another competent agency approved by the Ministry of Finance.
- 39.2. The Company shall make accounting journals in Vietnamese and retain accounting documents according to law provisions on accounting and relevant laws. Such documents must be precise, updated, systematic and adequate to evince and elucidate the company's transactions.

39.3. The accounting currency of the company is Vietnam dong. If the Company runs economic transactions mainly in a foreign currency, the Company may choose that foreign currency as the monetary unit in the accounting with all responsibilities to the law and notify the agency which directly manages taxation of the Company.

ARTICLE 40. ACCOUNTING AND FINANCIAL MANAGEMENT

40.1. The Company shall keep accurate books of account and financial and related records which shall be prepared in accordance with generally accepted accounting principles, standards and procedures, consistently applied.

40.2. Annual financial statements, financial safety ratio report as at December 31, semi-annual financial statements, financial safety ratio report as at June 30 of the Company must be audited by an independent audit firm selected by the GMS in accordance with regulations. These reports are prepared in Vietnamese, and only when necessary, in English.

40.3. Independent audit firm and their staffs performing the audit for the Company must be first approved by the SSC. The annual meeting of GMS shall designate an independent audit firm or approve the list of the independent audit firm and authorize the Board to select one of these for conducting audit of the Company for the next fiscal year based on the terms and conditions agreed with the Board. The Company must not change the approved auditor within the fiscal year, unless the approved auditor is suspended or disqualified for auditing approval.

40.4. Auditors performing the audit shall be allowed to attend any meetings of the Shareholders and be entitled to receive the notices and other information related to the GMS as the Shareholders and utterance in the meeting on audit-related issues.

40.5. The Company shall prepare, audit and publish the financial reports in accordance with the Securities Law and regulations of SSC.

ARTICLE 41. DIVIDEND POLICY

41.1. The GMS shall decide the rate of dividend payment and the form of annual dividend payment from the retained profit of the Company.

41.2. The dividends shall be paid fully within 6 months since the end of the annual meeting of the GMS. The Board prepares list of Shareholders who are entitled to receive dividends, determines the amount of dividends for each share, the time limit and the form of payment no later than 30 days before each dividend payment.

- 41.3. The Company shall not pay interest of the dividend payment or the payment related to a class of stocks.
- 41.4. The Board may request the GMS to ratify the payment of all or a part of the dividend in stocks and the Board shall be the executing agency of this decision.
- 41.5. In case dividends or other payable related to a class of shares are paid in cash, the Company shall pay in VND. The payment can be done directly or through the banks in accordance with the detailed information provided by the Shareholders. If the Company has transferred in accordance with the details on bank accounts provided by Shareholders but those Shareholders do not receive money, the Company is not responsible for the amount of money that the Company has transferred to the shareholders. The payment of dividends on the shares listed in the stock exchange can be carried out through a securities company or the Vietnam Securities Depository Center.
- 41.6. Pursuant to the Enterprise Law, the Securities Law, the Board of Directors shall ratify the resolution on determining a specific date to close the list of Shareholders. Based on that day, those who register as a Shareholder or owner of other securities are entitled to receive dividends, interests, profit distribution, stocks, notice or other documents.
- 41.7. Loss of the previous year will be processed in the following year when the Company makes profit in that following year.
- 41.8. Every year, the Company deducts from the after-tax profits to establish the following funds: Reserve fund to supplement Charter Capital; Financial reserve fund and operational risk; Bonus and welfare; Other funds as prescribed by law. The rate of appropriation, limit of appropriation and the management and use of funds shall comply with the law.

ARTICLE 42. FINANCIAL REGULATIONS APPLY TO THE COMPANY

The division, separation, consolidation, merger, and conversion of the Company shall be performed in accordance with the resolution of the GMS and the provisions of the relevant laws.

CHAPTER VII. RE-ORGANISATION AND DISSOLUTION

ARTICLE 43. RE-ORGANISATION

The Company must comply with the regulations on loan restriction, loan restriction,

investment restriction and other financial regulations for securities company in accordance with the Enterprises Law, Securities Law, regulations, internal regulations of the Company and other legal documents.

ARTICLE 44. DISSOLUTION

44.1. The Company shall be dissolved in any of the following cases:

- (a) as decided by the GMS;
- (b) the enterprise registration certificate of the Company is revoked, unless otherwise stated in the tax administration law; or
- (c) other cases as provided by the laws of Vietnam.

44.2. The procedures for liquidation of the Company's assets and dissolution of the Company shall be performed in accordance with the relevant laws.

CHAPTER VI. OTHER PROVISIONS

ARTICLE 45. EFFECTIVE DATE

This Charter ratified by the GMS on 29/03/2019, amended on 03/03/2021 and approved the effect of full text of this Charter to replace the previous charter.

ARTICLE 46. DISPUTE SETTLEMENT

- 46.1. All disputes arising out of or in connection with this Charter shall firstly be settled through amicable negotiation between the relevant parties to such dispute.
- 46.2. If no settlement is reached within thirty (30) Business Days from the date of notification of the dispute by one party to the other party of the dispute, either party to the dispute shall have the right to submit the dispute for settlement by a competent court of Vietnam.

ARTICLE 47. DISPUTE SETTLEMENT

- 47.1. Shareholders or groups of Shareholders holding five per cent (5%) or more of the total ordinary shares may, directly or through authorized person, send a written request to check the book of minutes and resolutions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Controllers, contracts, transactions must be through the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company; and

photocopy or extract such records during working hours at the Company's headquarter. The request for checking made by authorized representatives of Shareholders must attach a written authorization of the Shareholders represented by that person or a certified copy of such written authorization.

- 47.2. Board Members, Controllers, General Directors and other members of the Board of Executives may check the book of Shareholder registration of the Company, the list of Shareholders and other books and records of the Company for purposes relating to their positions provided that such information must be kept confidential.
- 47.3. The Company must keep this Charter and the amendments of the Charter, the business registration certificate, the regulations, the documents proving ownership of assets, resolutions of the GMS and the Board of Directors, the minutes of the GMS and the Board of Directors, the reports of the Board of Directors, the reports of the Board of Controllers, the annual financial statements, accounting books and any other documents as prescribed by law at the headquarters or another place, provided that the Shareholders and the business registration agency are informed of the document storage location.
- 47.4. The Company's Charter must be published on the website of the Company.

ARTICLE 48. MISCELLANEOUS

- 48.1. The Company may have more than one stamp if it is consistent to the law. The Board of Directors shall decide the numbers, contents and design of the stamp.
- 48.2. Any matters relating to the operation of the Company, the rights and obligations of the Company, the Shareholders, the GMS, the Board of Directors, the Board of Executives, member of the Board of Executives, the Board of Controllers, Controllers and other employees which are not mentioned in this Charter shall be governed by the Enterprise Law, the Securities Law and the agreements between the relevant Shareholders and/or the Company (if any).
- 48.3. If any provisions of this Charter shall be held to be illegal, invalid or unenforceable, in whole or in part, under any enactment or rule of law, such term or part shall to that extent be deemed not to form part of this Charter and it shall be amended immediately in the next meeting of the GMS to achieve the initial will of the Shareholders on providing such provisions. The legality, validity or enforceability of the remainder of this Charter shall not be affected.

- 48.4. Any amendment of or supplementation to this Charter must be approved by the GMS in accordance with this Charter, except for fixing error of vocabulary, grammar or format.
- 48.5. Copies or excerpts of the Charter are valid when signed by the Board Chairman or at least two (2) Board Members.
- 48.6. This Charter is made in Vietnamese.



Capital Insight
Client Innovation

Số/ No.: 04032021/NQ-HĐQT- 02

Hà Nội, ngày 04 tháng 3 năm 2021

**NGHỊ QUYẾT CỦA HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN CHỨNG KHOÁN THIÊN VIỆT
RESOLUTION OF THE BOARD OF DIRECTORS OF
THIEN VIET SECURITIES JOINT STOCK COMPANY**

Căn cứ:

Pursuant to:

- Luật Chứng khoán số 54/2019/QH14 Quốc hội thông qua ngày 26/11/2019;
The Securities Law No. 54/2019/QH14 dated 26/11/2019;
- Luật Doanh nghiệp, số 59/2020/QH14 Quốc hội thông qua ngày 17/06/2020;
The Enterprise Law No. 59/2020/QH14 dated 17/06/2020;
- Điều lệ Công ty Cổ phần Chứng khoán Thiên Việt;
The Charter of Thien Viet Securities Joint Stock Company
- Biên bản cuộc họp Đại hội đồng Cổ đông Bất thường Công ty Cổ phần Chứng khoán Thiên Việt số 01/2021 BB/ĐHCD ngày 03 tháng 3 năm 2021;
The Extraordinary General Shareholders Meeting ("EGM")' minutes of Thien Viet Securities Joint Stock Company No.01/2021/BB-HĐCD dated March 03rd 2021
- Nghị quyết Đại hội đồng cổ đông bất thường Công ty Cổ phần Chứng khoán Thiên Việt số 01/2021/NQ- HĐCD ngày 03 tháng 3 năm 2021;
The EGM' Resolution of Thien Viet Securities Joint Stock Company No. 01/2021/NQ-HĐCD dated March 03rd 2021;
- Biên bản cuộc họp Hội đồng Quản trị Công ty Cổ phần Chứng khoán Thiên Việt số 03032021/BB-HĐQT ngày 3 tháng 3 năm 2021
The Board of Directors' meeting minutes of Thien Viet Securities Joint Stock Company No.03032021/BB-HĐQT dated March 03rd 2021

QUYẾT NGHỊ/ RESOLVED THAT:

- Điều 1.** Thông qua việc ban hành Điều lệ được sửa đổi theo Nghị quyết số 01/2021/NQ-HĐCD ngày 03/3/2021 của Đại hội đồng Cổ đông Bất thường/*Approval of issuing the amended Charter in accordance with the EGM's Resolution No.01/2021NQ-HĐCD dated March 03rd 2021.*
- Điều 2.** Bổ nhiệm ông Terence Ting giữ chức vụ Phó Chủ tịch Hội đồng Quản trị nhiệm kỳ 2019-2024./*Appointing Mr. Terence Ting to be the Vice Chairman of the Board of Directors terms 2019-2024.*
- Điều 3.** Thông qua việc từ nhiệm chức vụ Chủ tịch Hội đồng Đầu tư đối với ông Nguyễn Trung Hà. Ông Nguyễn Trung Hà vẫn là thành viên Hội đồng đầu tư/*Approval of Mr. Nguyen Trung Ha's resignation from the position of Chairman of the Investment Committee. Mr. Nguyen Trung Ha is still a member of the Investment Committee.*
- Điều 4.** Bổ nhiệm ông Terence Ting giữ chức vụ Chủ tịch hội đồng đầu tư/*Appointing Mr. Terence Ting to be the Chairman of the Investment Committee.*



Sau khi bổ nhiệm ông Terence Ting, danh sách thành viên Hội đồng đầu tư như sau: *After appointing Mr. Terence Ting, the list of IC members is as below:*

Số thứ tự/ <i>No.</i>	Tên/ <i>Name</i>	Chức vụ tại IC/ <i>Position at IC</i>	Chức vụ tại HĐQT/ <i>Position at BoD</i>
1	Ông/ Mr. Terence Ting	Chủ tịch/ <i>Chairman</i>	Phó chủ tịch/ <i>Vice Chairman</i>
2	Ông/ Mr. Nguyễn Trung Hà	Thành viên/ <i>Member</i>	Chủ tịch/ <i>Chairman</i>
3	Bà/ Ms. Đinh Thị Hoa	Thành viên/ <i>Member</i>	Phó chủ tịch/ <i>Vice Chairwoman</i>
4	Bà/ Ms. Nguyễn Thanh Thảo	Thành viên/ <i>Member</i>	Thành viên/ <i>Member</i>
5	Bà/ Ms. Bùi Thị Kim Oanh	Thành viên/ <i>Member</i>	Thành viên/ <i>Member</i>

Danh sách thành viên IC này thay thế cho các quyết định về danh sách thành viên IC trước đây, có hiệu lực kể từ ngày ký Nghị quyết này cho đến khi có quyết định khác của Hội đồng quản trị. *This IC member list replaces the previous lists, takes effect from the signing date of this Resolution until the BoD issues a new decision or resolution to terminate or replace it.*

- Điều 5.** Hội đồng quản trị và Tổng giám đốc chịu trách nhiệm tổ chức triển khai đúng theo các nội dung nêu trên. *Board of Directors and the Chief Executive Officer are responsible to execute this resolution.*
- Điều 6.** Nghị quyết này có hiệu lực kể từ ngày ký. *This resolution takes effect from the signing date.*

TM. HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOARD OF DIRECTORS

CHỦ TỊCH/ *CHAIRMAN*



NGUYỄN TRUNG HÀ