CTCP CHỨNG KHOÁN SÀI GÒN – HÀ NỘI
SAIGON – HANOI SECURITIES JSC.

Số/*No:* 520 /2026/CV - SHS
(V/v: Điều chỉnh, sửa đổi, bổ sung và áp dụng Điều lệ
Ref: Adjustment, amendment, supplementation and application of the Charter)

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

Hà Nội, ngày 17 tháng 04 năm 2026
Hanoi, April 17 , 2026

CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ CÁC SỞ GIAO DỊCH CHỨNG KHOÁN

INFORMATION DISCLOSURE ON ELECTRONIC PORTAL OF THE STATE SECURITIES COMMISSION AND STOCK EXCHANGES

Kính gửi/*To:* **- Ủy ban Chứng khoán Nhà nước/ *State Securities Committee;***
- Sở Giao dịch Chứng khoán Việt Nam/ *Vietnam Stock Exchange;*
- Sở Giao dịch Chứng khoán Hà Nội/ *Hanoi Stock Exchange;*
- Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh/ *HoChiMinh Stock Exchange.*

CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN - HÀ NỘI

Digitally signed by CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN - HÀ NỘI
DN: C=VN, S=HÀ NỘI, L=Quận Hoàn Kiếm, CN=CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN - HÀ NỘI, OID.0.9.2342.19200300.100.1.1=MST:0102524651
Reason: I am the author of this document
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Date: 2026.04.18 02:40:23+07'00'
Foxit PDF Reader Version: 2024.3.0

1. Tên tổ chức: **Công ty Cổ phần Chứng khoán Sài Gòn - Hà Nội**

Name of organization: ***Saigon - Hanoi Securities JSC.***

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* SHS

- Địa chỉ: Số 43 Phố Lý Thường Kiệt, Phường Cửa Nam, Thành phố Hà Nội

Address: No. 43 Ly Thuong Kiet Street, Cua Nam Ward, Hanoi City.

- Điện thoại liên hệ/*Tel.:* 024.38.181888 Fax: 024.38.181688

- E-mail: congbothongtin@shs.com.vn

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

Nghị quyết của Đại hội đồng Cổ đông phiên họp thường niên năm 2026 thông qua việc điều chỉnh, sửa đổi, bổ sung và áp dụng Điều lệ.

The Resolution of the Annual General Meeting of Shareholders 2026 approving the amended and supplemented the Charter.

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 17/04/2026 tại đường dẫn:

This information was published on the Company's website on April 17 , 2026, as in the link:

https://www.shs.com.vn/cong-bo-thong-tin/cbtt-dieu-chinh-sua-doi-bo-sung-va-ap-dung-dieu-le

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 hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu đính kèm/*Attached documents:*

- Nghị quyết số 01-2026/NQ-ĐHĐCĐ ngày 17/04/2026;

Resolution No. 01-2026/NQ-ĐHĐCĐ dated April 17, 2026;

- Điều lệ SHS được thông qua ngày 17/04/2026.

SHS Charter approved on April 17, 2026.

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật/*Legal representative*
Tổng Giám đốc/*Chief Executive Officer*

S.G.P: 66 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN - HÀ NỘI
P. CỬA NAM - T.P HÀ NỘI

Nguyễn Duy Linh

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness**
No: 01/2026/NQ-ĐHĐCĐ	Hanoi, April 17, 2026

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

(19th Annual General Meeting)

THE GENERAL MEETING OF SHAREHOLDERS SAIGON – HANOI SECURITIES JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 and Law No. 03/2022/QH15 dated January 11, 2022, and the relevent amending, supplementing and guiding documents for implementation;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and the relevent amending, supplementing and guiding documents for implementation;*
- *The Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, and the relevent amending, supplementing and guiding documents for implementation;*
- *The applicable Charter of Saigon – Hanoi Securities Joint Stock Company;*
- *The Minutes of the Annual General Meeting of Shareholders 2026 (19th Annual General Meeting) no. 01/2026/BBH-ĐHĐCĐ dated April 17, 2026 of Saigon – Hanoi Securities Joint Stock Company.*

HEREBY RESOLVES:

Article 1: **Approval of the Report on the activities of the Board of Directors (BOD) in 2025 and Board Members in 2025 and Direction for 2026.**

Article 2: **Approval of the Report on the activities of the Independent BOD's Member in the Audit Committee and the BOD's activities in 2025.**

Article 3: **Approval of the Audited Financial Statements for Fiscal Year 2025** (*as presented in Proposal No. 01/2026/TTr-ĐHĐCĐ*).

Article 4: **Approval of the 2025 Fund appropriation and profit distribution Plan** (*as presented in Proposal No. 02/2026/TTr-ĐHĐCĐ*).

Article 5: **Approval of the Business Operating Plan for 2026** *(as presented in Proposal No. 03/2026/TTr-ĐHĐCĐ).*

Article 6: **Approval of the Plan for issuance/offering of shares to increase charter capital**

in 2026 *(as presented in Proposal No. 04/2026/TTr-ĐHĐCĐ)*, including:

(1) Approval of the share issuance plan to increase share capital from equity sources and authorization for the BOD to implement the plan.

(2) Approval of the private placement share offering plan and authorization for the BOD to implement the plan.

(3) Approval of the share issuance plan under the Employee Stock Ownership Plan (ESOP) and authorization for the BOD to implement the plan.

Article 7: **Approval of the selection of Independent auditing firm for the fiscal year 2026** *(as set out in Proposal No. 05/2026/TTr-ĐHĐCĐ).*

Article 8: **Approval of entering into and performance of contracts, agreements and transactions with related parties** *(as presented in Proposal No. 06/2026/TTr-ĐHĐCĐ).*

Article 9: **Approval of the budget, total remuneration, bonuses, allowances and other benefits for the BOD for fiscal year 2026** *(as presented in Proposal No. 07/2026/TTr- ĐHĐCĐ).*

Article 10: **Approval of amendments to the Company's Charter and Internal regulations under the authority of the General Meeting of Shareholders** *(as presented in Proposal No. 08/2026/TTr- ĐHĐCĐ)*, **including:**

Approval of the full text of the following documents to replace the corresponding current documents:

(1) The Company's Charter and the Summary table of key amended and supplemented contents and proposed amendments to the Charter;

(2) Regulation on the Organization and Operation of the BOD;

(3) Internal Regulation on Corporate Governance.

Article 11: **Approval of the Provision of Clearing and Settlement services for securities transactions through a Central Counterparty and the Offering of financial products** *(as set out in Proposal No. 09/2026/TTr-ĐHĐCĐ).*

Article 12: **Approval of the dismissal of Mr. Nguyen Chi Thanh from the position of BOD's Member and the election of an additional BOD's Member for the 2022–2027 term** *(as set out in Proposal No. 10/2026/TTr-ĐHĐCĐ).*

Article 13: **Approval of the appointment of Mr. Nguyen Duy Linh** (Citizen Identification No. , issued by the Police Department for Administrative Management of Social Order on March 26, 2024) **as a BOD's Member for the 2022–2027 term, effective from April 17, 2026.**

Article 14: **This Resolution shall take effect from April 17, 2026.**

The Meeting Minutes, Reports and Proposals presented at the Annual General Meeting of Shareholders 2026 shall constitute integral parts of the Resolution of the Annual General Meeting of Shareholders 2026 of Saigon – Hanoi Securities Joint Stock Company.

The Board of Directors, the Board of Management, all Shareholders, and relevant Units and individuals of Saigon – Hanoi Securities Joint Stock Company shall be responsible for the implementation of this Resolution.

ON BEHALF OF
THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS

S.G.P: 66 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN-HÀ NỘI
P. CỬA NAM - T.P HÀ NỘI

DO QUANG VINH

Recipients:

- *As stated in Article 14;*
- *Information Disclosure;*
- *Archived: BOD's Office.*

SAIGON – HANOI SECURITIES JOINT STOCK COMPANY (SHS)
No. 43 Ly Thuong Kiet Street, Cua Nam Ward, Hanoi, Vietnam

- Tel: 84.24.38181888
- Fax: 84.24.38181688
- Email: contact@shs.com.vn
- Website: www.shs.com.vn

CHARTER
SAIGON - HANOI SECURITIES JOINT STOCK COMPANY

(Approved and effective as of April 17, 2026 pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ dated April 17, 2026 of the General Meeting of Shareholders of the Company)

Hanoi, April 2026

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INTRODUCTION

This Charter was adopted pursuant to the Resolution No. 01/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders of Sai Gon – Ha Noi Securities Joint Stock Company on April 17, 2026.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:

a) *The Company* or *SHS* refers to Sai Gon – Ha Noi Securities Joint Stock Company;

b) *Charter Capital* means the total par value of shares that have been sold or registered for purchase and as specified in Clause 1, 2 Article 6 of this Charter;

c) *The Law on Enterprise* refers to the Law on Enterprise no. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and its amending, supplementing documents, and guiding implementation documents;

d) *The Law on Securities* refers to the Law on Securities no. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 and its amending, supplementing documents, and guiding implementation documents;

e) *Vietnam* means the Socialist Republic of Vietnam;

f) *Date of establishment* refers to November 15th, 2007;

g) *Company's Managerial person* includes the Chairperson of the Board of Directors, members of the Board of Directors, the Chief Executive Officer (CEO) and other individuals appointed by the Board of Directors as Managerial Personnel (explicitly stated as "The Company's Managerial Person" in the appointment Decision) and in accordance with relevant laws;

h) *Related person* refers to individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;

i) *Shareholder* refers to individuals and organizations holding at least 01 share of the Company;

j) *Founding Shareholder* refers to Shareholders owning at least 01 common share and listed in the list of founding Shareholders of the Company;

k) *Major Shareholder* refers to Shareholders as defined in Clause 18, Article 4 of the Law on Securities;

l) *Operating period* refers to the duration of the Company's operation as specified in Article 2 of this Charter and any extensions approved by the General Meeting of Shareholders;

m) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;

n) *Securities business operation License* refers to the License no. 66/GP-UBCK issued by the State Securities Commission on November 15th, 2007 and the amendments or adjustments to this license over time;

o) *Non-executive Member of Board of Directors* refers to a member who does not hold any executive position in the Company.

p) Board of Management: includes the CEO and Deputy CEOs (if any);

q) Executive Management: includes the CEO, Deputy CEOs, Head of Finance Division, and Chief Accountant.

2. References to any provision or document in this Charter shall include any amendments, supplements, or replacements thereof.

3. Titles (Sections, Articles in this Charter) are for convenience only and do not affect the contents of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, business locations, and operating period of the Company

1. Company name:

a) Name in Vietnamese: **Công ty Cổ phần Chứng khoán Sài Gòn - Hà Nội.**

b) Name in foreign language: Sai Gon – Ha Noi Securities Joint Stock Company.

c) Abbreviated Name: **SHS**

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

3. Registered Headquarters:

a) Address: No. 43 Ly Thuong Kiet Street, Cua Nam Ward, Hanoi City.

b) Telephone: (84.24) 38 181 888.

c) Fax: (84.24) 38 181 688.

d) E-mail: contact@shs.com.vn

e) Website: www.shs.com.vn

4. Operational network:

a) The Company may establish branches, transaction offices, and representative offices to achieve its operational objectives, in accordance with decisions of the Board of Directors and within the scope permitted by law.

b) Branches, transaction offices, and representative offices (*if any*) are dependent units of the Company, and the Company shall be fully responsible for their operations.

5. Unless terminated earlier as provided in Clause 2, Article 58 or extended in accordance with Article 59 of this Charter, the Company's operational term is indefinite from the date of establishment.

Article 3. Legal Representative of the Company

1. The Company has 02 Legal Representatives namely the Chairperson of the Board of Directors and the CEO.

   Each legal representative shall exercise the rights and perform the obligations of representation in accordance with this Charter and the Resolutions/Decisions of the Board of Directors and/or other documents issued by the Board of Directors over time.

2. The Legal Representative of the Company is an individual who represents the Company in exercising rights and fulfilling obligations arising from the Company's transactions, representing the Company as a petitioner, plaintiff, defendant, or relevant party before Arbitration, Courts, and other legal obligations in accordance with the law.

3. Responsibilities of the Legal Representative of the Company:

a) Perform assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;

b) Remain loyal to the interests of the Company, refrain from abusing position and power, and avoid using information, secret, business opportunities, and other assets of the Company for personal gain or to benefit another individual or organization;

c) Promptly, fully, and accurately notify the Company about any business entity where they or their related persons hold ownership, shares, or capital contribution as required by the Law

on Enterprise, Law on Securities, the Charter, and relevant regulations.

4. Rights and Obligations of the Legal Representative of the Company:

a) The Chairperson of the Board of Directors shall have the rights and obligations as specified in Point l, Clause 3, Article 28 of this Charter, the Regulations on the organization and operation of the Board of Directors, and other internal regulations.

b) The CEO shall have the rights and obligations as specified in Point i, Clause 2, Article 35 of this Charter, and other internal regulations.

c) In addition to the rights and obligations mentioned above, the Company's Legal representatives shall have other rights and obligations in accordance with the law.

5. Each Company's Legal representative shall be independently responsible for the tasks he or she performs in his or her capacity as the Company's Legal representative.

6. The Company must ensure that there is always at least 01 Legal representative residing in Vietnam. Where there is only 01 Legal representative residing in Vietnam, before leaving Vietnam, such person must authorize in writing another individual residing in Vietnam and having full legal capacity to exercise the rights and perform the obligations of a Legal Representative.

   In this case, the Legal representative shall still be responsible for the performance of the authorized rights and obligations.

7. In the event that the authorization period specified in Clause 6 of this Article expires and the Legal representative has not yet returned to Vietnam and no new authorization has been granted, the authorized person shall continue to exercise the rights and perform the obligations of the Legal representative within the scope of the authorization until the Company's Legal representative returns to work at the Company or until the Board of Directors appoints another person as the Company's Legal representative.

8. In the event that the Company has only 01 Legal representative and such person is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and obligations of the Company's Legal Representative; or in case of death, disappearance, criminal prosecution, detention, imprisonment, is undergoing administrative measures at a compulsory detoxification establishment or compulsory education institution, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions, practicing certain professions, or performing certain jobs, the Board of Directors shall appoint another person as the Company's Legal representative.

9. In the event that the CEO who is also the Legal Representative, dies, disappears, is prosecuted, detained, imprisoned, is undergoing administrative measures at a compulsory detoxification establishment or compulsory education institution, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions, practicing certain professions, or performing certain jobs, or is absent from Vietnam for more than 20 days, or after being relieved of the position of CEO or dismissed from office and the Company has not yet appointed a new CEO, the Chairperson of the Board of Directors shall automatically become the sole Legal Representative of the Company, having full rights and responsibilities of the Legal representative until the Board of Directors appointed another person as the CEO.

10. The Courts or other competent legal authorities have the right to appoint the Company's Legal Representative during legal proceedings at the Court in accordance with the law.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Objectives and Principles of Operation of the Company

1. Operational objectives of the Company:

a) Conduct business to maximize profits for Shareholders while complying with legal regulations;

b) Achieve long-term sustainable development, integrate into the regional and global economy to become one of the leading securities companies in Vietnam;

c) Provide benefits to Shareholders, employees, and deliver high-quality products and services to customers.

2. Principles of governance and management of the Company:

a) Comply with legal regulations of the Law on Securities, the Law on Enterprise, the Company's Charter, and other relevant legal provisions;

b) Clearly define the responsibilities among the General Meeting of Shareholders, the Board of Directors, and the Board of Management in accordance with the Law on Securities, the Law on Enterprise, the Company's Charter, and other relevant legal provisions;

c) Establish a communication system with Shareholders to ensure full disclosure of information and fair treatment among Shareholders, ensuring Shareholders' legal rights and benefits;

d) Establish an internal control system, risk management, and supervision to prevent conflicts of interest within the Company and transactions with related parties;

e) Ensure employees working in professional departments hold appropriate securities practice certificates in accordance with legal regulations on securities and stock market.

3. Principles of the Company's business operations:

a) Fully establish operational procedures for business activities and ethical professional codes;

b) The Company and its employees must not make investments on behalf of customers, except in cases of entrusted management of securities trading accounts of individual investors;

c) Maintain honesty with customers, refrain from infringing on assets, rights, and other legal benefits of customers. Ensure the segregation of each customer's assets and separate customer assets from the Company's assets;

d) Be responsible for signing contracts with clients or foreign securities business representatives when providing services to clients; provide complete and truthful information to clients and foreign securities business representatives;

e) Unless otherwise prescribed by law, the Company must not directly or indirectly engage in the following activities when providing services to customers:

- Making investment decisions on behalf of customers;
- Agreeing with customers to share profits or losses;
- Advertising or claiming that its content, effectiveness, or securities analysis methods are superior to those of other securities companies;
- Providing false information to entice or persuade customers to buy or sell a specific security;
- Providing false, fraudulent, or misleading information to customers;
- Other activities prohibited by law.

f) Implement accounting, auditing, statistical, and financial obligations as prescribed by law;

g) Timely, fully, and accurately disclose and report information in accordance with legal regulations;

h) Develop an information technology system and backup database to ensure safe and continuous operations;

i) Conduct securities transaction supervision as per the Minister of Finance's regulations;

j) Establish 01 specialized department responsible for communicating with customers and resolving customer inquiries and complaints;

k) Fulfill other obligations as prescribed by Law on Securitiess and other related legal provisions.

Article 5. Scope of Business and Operations of the Company

1. The Company is permitted to conduct investment and business activities in industries, products, and services as specified in the Company's Charter, licenses, legal regulations, registered business activities, and changes notified to regulatory authorities and published on the National Business Registration Portal if required by law. If the Company operates in a conditional business sector, it must meet the business conditions specified in the Investment Law and other relevant legal provisions.

2. The Company's business sectors:

a) Securities business activities:

(i) Securities brokerage;

(ii) Proprietary trading: trading securities in proprietary accounts, investing, contributing capital, issuing, and offering financial products as per applicable regulations;

(iii) Underwriting securities issuance;

(iv) Securities investment consulting.

b) Securities business services:

(i) Managing securities trading accounts on behalf of individual clients; distributing or acting as an agent to distribute securities; managing securities trading accounts; providing services for maintaining the list of securities owners for other enterprises;

(ii) Providing online securities trading services; offering or collaborating with credit institutions to provide margin lending for securities purchases or securities lending services; providing or collaborating with credit institutions to offer advance payment for securities sales; securities depository; securities clearing and settlement;

(iii) Consulting on securities offering dossiers, assisting with pre-offering procedures; acting as a custody, payment, and securities transfer agent; advising on restructuring, mergers, acquisitions, reorganization, and corporate transactions; corporate governance consulting, business strategy consulting; advising on securities issuance, listing, and trading registration; advising on enterprise equitization;

(iv) Derivatives trading, including brokerage, proprietary trading, investment consulting, clearing, settlement, and related services;

(v) Providing intraday securities trading services;

(vi) Market-making activities;

(vii) Issuing covered warrants and performing related activities (offering, listing, market-making, hedging transactions for covered warrants, brokerage, and investment consulting for covered warrants, etc.). Covered warrant holders have rights and obligations as specified by law, including:

- Right to receive cash payment or transfer of underlying securities under specified conditions and payment methods; other rights and obligations defined by the Company in the prospectus for each issuance and related legal provisions;
- Right to purchase (call warrants) or sell (put warrants) underlying securities to the Company at a pre-determined price at a specified time or before a specified date, or receive the price difference between the execution price and the underlying security price at the time of

execution as per warrant terms;

- Right to cash payment when covered warrants are delisted as per regulations;
- Right to transfer, gift, inherit, pledge as collateral for loans in civil transactions under legal provisions;
- Right to priority payment in case of Company dissolution or bankruptcy as per legal regulations;
- And other rights as stipulated by law.

(viii) Other services in compliance with legal provisions applicable from time to time.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is **VND 8,994,622,000,000.**
   (*In words: Eight trillion nine hundred ninety-four billion six hundred twenty-two million Vietnamese dong*)
   The total charter capital of the Company is divided into **899,462,220** shares with a par value of VND 10,000 (*Ten thousand*) per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. As of the date of adoption of this Charter, all shares of the Company are common shares. The rights and obligations of Shareholders holding each type of share are specified in Articles 11 and 12 of this Charter.
4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
5. The names, addresses, number of shares, and other details of the founding Shareholders as required by the Law on Enterprise are listed in the Appendix attached to this Charter.
6. Common shares must be offered for sale to existing Shareholders in proportion to their ownership percentage unless the General Meeting of Shareholders decides otherwise. Any unsold shares shall be handled by the Board of Directors. The Board of Directors may allocate such shares to other Shareholders and persons under terms not less favorable than those offered to existing Shareholders unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by the Company in accordance with the provisions of this Charter and applicable laws.
8. The Company may issue other types of securities as permitted by law.
9. Foreign ownership ratio in the Company:

a) The maximum foreign ownership ratio in the Company is 49% of the Company's Charter Capital;

b) The Company shall report to the State Securities Commission and disclose the foreign ownership ratio on its website and through other methods as required by law.

Article 7. Share Certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own. The share certificate must contain the full details as prescribed in Clause 1, Article 121 of the Law on Enterprises.
2. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a new share certificate by the Company upon request. The shareholder's request must include:

a) Information regarding the lost, damaged, or destroyed share certificate;

b) A commitment to bear responsibility for any disputes arising from the issuance of the new share certificate.

Article 8. Other Securities Certificates

Bonds or other securities certificates of the Company shall be issued in accordance with operational requirements and in compliance with applicable laws.

Article 9. Transfer of Shares

1. All shares shall be freely transferable except where otherwise provided in this Charter, issuance terms, or applicable laws. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall not entitle the shareholder to benefits such as receiving dividends, bonus shares from equity, pre-emptive rights to purchase newly issued shares, and other rights under the law.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL

Article 10. Organizational Structure, Management, and Control

The Company's management, governance, and control structure includes:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Audit Committee under the Board of Directors;
3. The Chief Executive Officer.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Common Shareholders shall have the following rights:

a) To attend, express opinions, and exercise voting rights at the General Meeting of Shareholders through the methods stipulated in this Charter and applicable laws. Each common share shall carry 01 voting right;

b) To receive dividends as determined by the General Meeting of Shareholders;

c) To have pre-emptive rights to purchase new shares in proportion to their ownership percentage of common shares in the Company;

d) To freely transfer their shares to others, except where otherwise stipulated in this Charter, issuance terms, and applicable laws;

e) To inspect, review, and extract information regarding names and contact addresses in the list of Shareholders entitled to vote and to request corrections of incorrect information;

f) To inspect, review, extract, or copy the Company's Charter, Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h) To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall entitle the Shareholder to the same rights, obligations, and benefits. If the Company has preferred shares, the rights and obligations associated with each type of preferred share must be approved by the General Meeting of Shareholders and fully disclosed to Shareholders;

j) To access full periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

k) To have their legitimate rights and interests protected and to request suspension or annulment of Resolutions and Decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. A shareholder or a group of Shareholders holding at least 5% of the total common shares shall have the following rights:

a) To request the Board of Directors to convene the General Meeting of Shareholders in case the Board of Directors seriously violates Shareholders' rights, managerial obligations, or makes decisions beyond its authority;

b) To inspect, review, and extract minutes and Resolutions/Decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions requiring Board of Directors approval, and other documents, except for trade secrets and business secrets of the Company;

c) To propose issues to be included in the agenda of the General Meeting of Shareholders;

d) Other rights as prescribed by law and this Charter.

3. A shareholder or a group of Shareholders holding at least 10% of the total common shares shall have the right to nominate members to the Board of Directors.

Article 12. Obligations of Shareholders

Common Shareholders shall have the following obligations:

1. To fully and timely pay for subscribed shares.
2. Not to withdraw contributed capital in the form of common shares from the Company in any manner, except where the Company or another party repurchases their shares. If a shareholder illegally withdraws part or all of their contributed capital, such shareholder and any related beneficiary must jointly bear liability for the Company's debts and other obligations up to the value of the withdrawn shares and any resulting damages.
3. To comply with the Charter and internal management regulations of the Company.
4. To abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain the confidentiality of information provided by the Company as stipulated in this Charter and the law; to use such information only to exercise and protect their legitimate rights and interests; and not to distribute, duplicate, or send the information to other organizations or individuals.
6. To bear personal liability when acting on behalf of the Company in any form to:

a) Violate the law;

b) Conduct business or transactions for personal gain or for the benefit of other organizations or individuals;

c) Pay undue debts in anticipation of financial risks to the Company.

7. To comply with the provisions of Point c and d, Clause 2, Article 74 of the Law on Securities.
8. To fulfill other obligations as required by current laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all Shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders is held annually once a year within 04 months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year and must report the extension to

the State Securities Commission. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where Meeting's Chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate location. The annual General Meeting of Shareholders decides on matters in accordance with the law and the Company's Charter, particularly the approval of the audited annual financial statements. In case the Company's annual financial statements contain material exceptions, adverse opinions, or disclaimers in the audit report, the Company must invite a representative of the approved audit firm that audited the financial statements to attend the annual General Meeting of Shareholders, and the representative of the approved audit firm is responsible for attending the annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company;

b) The number of remaining Board members is less than the minimum number required by law;

c) Upon the request of Shareholders or groups of Shareholders as stipulated in Clause 2, Article 11 of this Charter; The request to convene an extraordinary General Meeting of Shareholders must comply with the format and content specified in Clause 4, Article 115 of the Law on Enterprises. The written request must be signed by the relevant Shareholders or compiled into multiple documents with all relevant Shareholders' signatures;

d) Other cases as prescribed by law and this Charter.

4. Time limit for convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining Board members, independent Board members is as prescribed in Point b, Clause 3 of this Article (except for the case specified in Point a, Clause 4, Article 30 of this Charter) or from the date of receipt of the request specified in Point c, Clause 3 of this Article;

b) If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a of this Clause, within the next 30 days, the Shareholders or group of Shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to request the Company's representative to convene the General Meeting of Shareholders under the Law on Enterprises;

In this case, the Shareholders or group of Shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting meetings, and making decisions of the General Meeting of Shareholders. All costs for convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the expenses incurred by Shareholders for attending the General Meeting of Shareholders, including accommodation and travel costs.

Article 14. Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

a) Approving the development orientation of the Company;

b) Deciding on the type and total number of shares of each type that may be offered for sale;

deciding the annual dividend rate for each type of share;

c) Electing, dismissing, and removing members of the Board of Directors;

d) Deciding on investments or selling assets with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Company;

e) Amending and supplementing the Company's Charter;

f) Approving annual financial statements;

g) Deciding to repurchase issued shares of each type in accordance with Article 133 of the Law on Enterprises and Article 36 of the Law on Securities;

h) Reviewing and handling violations of members of the Board of Directors that cause damage to the Company and its Shareholders;

i) Deciding on the reorganization, dissolution of the Company, and appointing liquidators;

j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;

k) Approving the Internal Governance Regulations, Organization and Operation Regulations of the Board of Directors;

l) Approving the list of approved audit firms; deciding on an approved audit firm to audit the Company's activities, dismissing approved auditors when deemed necessary;

m) Other rights and obligations as prescribed by law.

2. The annual General Meeting of Shareholders discusses and approves the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on governance and operational results of the Board of Directors and each Board member;

d) The report of the independent Board member in the Audit Committee;

e) The dividend rate for each type of share;

f) Other matters within its authority as prescribed by law and this Charter.

3. All Resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Right to attend the General Meeting of Shareholders

1. Shareholders, authorized representatives of institutional Shareholders may directly attend meetings or authorize one or more individuals or organizations to attend the meeting or participate through one of the forms specified in Clause 2 of this Article.

2. Shareholders are considered to be present and vote at the General Meeting of Shareholders in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing an individual or organization to attend and vote at the meeting;

c) Attending and voting via online conferences, electronic voting, or other electronic means;

d) Sending voting ballots to the meeting via mail, fax, email, or other means as prescribed by the Board of Directors from time to time.

3. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be in writing. The authorization document must be made in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of the authorization, the duration of the authorization, and the signatures of both the authorizing and authorized parties.

4. The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In case of further delegation, the attendee must present the initial authorization document from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).
5. The voting ballot of the authorized representative attending the meeting remains valid in the following cases, except when the Company receives notice of one of these events before the opening of the General Meeting of Shareholders or before the meeting is reconvened:

a) The authorizing shareholder has died, been restricted in civil capacity, or lost civil capacity;
b) The authorizing shareholder has revoked the authorization;
c) The authorizing shareholder has revoked the authority of the person executing the authorization.

Article 16. Changes to rights

1. Changes or revocation of special rights attached to a type of preferred shares shall be effective when approved by at least 65% of the total voting shares of all attending Shareholders. A Resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding preference shares shall only be approved if it is consented to by shareholders of the same class attending the meeting and representing at least 75% of the total number of such preference shares, or approved by shareholders of the same class representing at least 75% of the total number of such preference shares in the case of approval by written ballot.
2. The meeting of Shareholders holding a specific type of preferred shares to approve changes in rights as mentioned above is only valid when at least two Shareholders (or their authorized representatives) holding at least 1/3 of the nominal value of that type of issued shares are present. If the required number of delegates is not met, the meeting shall be reconvened within 30 days, and all Shareholders of that share type (regardless of number of persons and the number of shares) present in person or through authorized representatives shall be deemed sufficient for the meeting. At these meetings, Shareholders of that share type present directly or via representatives may request secret ballots. Each share of the same type has equal voting rights at these meetings.
3. The procedures for conducting separate meetings shall be implemented similarly to the provisions of Articles 17 and 19 of this Charter.
4. Unless otherwise specified in the share issuance terms, special rights associated with preferred shares concerning the distribution of profits or assets of the Company shall not change when the Company issues additional shares of the same type.

Article 17. Convening, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare the list of Shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the notice of the meeting is sent. The Company must disclose information about the preparation of the list of Shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the Agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft Resolutions of the General Meeting of Shareholders based on the proposed meeting contents;

e) Determine the time and place for the meeting;

f) Notify and send the meeting notice to all Shareholders entitled to attend;

g) Other tasks to serve the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all Shareholders through means ensuring delivery to the shareholder's registered contact address (including via postal mail, email, phone number, or other methods as decided by the Board of Directors from time to time) and shall also be publicly disclosed on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of the meeting to all Shareholders in the list of Shareholders entitled to attend at least 21 days before the opening date of the meeting (counting from the date the notice is sent or transferred validly). The meeting agenda and related documents for voting at the meeting must be sent to Shareholders or published on the Company's website. If the documents are not included in the notice, the notice must specify a link to access all meeting materials, including:

a) The agenda and documents used at the meeting;

b) The list and detailed information of candidates in case of electing members of the Board of Directors;

c) Voting ballots;

d) Draft Resolutions for each issue on the meeting agenda.

4. Shareholders or groups of Shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held, and the proposed issue for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals under Clause 4 of this Article in the following cases:

a) The proposal was not submitted in accordance with Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of Shareholders does not hold at least 05% of common shares as stipulated in Clause 2, Article 11 of this Charter;

c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include proposals under Clause 4 of this Article in the proposed agenda and meeting contents, except as provided in Clause 5 of this Article. The proposal is officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

Article 18. Conditions for holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when attending Shareholders represent more than 50% of the total voting shares.

2. In case the first meeting does not meet the quorum as stipulated in Clause 1 of this Article, the second meeting notice shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when attending Shareholders represent at least 33% of the total voting shares.
3. In case the second meeting does not meet the quorum as stipulated in Clause 2 of this Article, the third meeting notice shall be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending Shareholders.
4. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was sent along with the meeting notice.

Article 19. Procedures for conducting and voting at the General Meeting of Shareholders

1. Before the meeting commences, the Company shall conduct shareholder registration and continue registering until all eligible Shareholders have signed in, following the procedures below:

a) When registering, the Company shall issue each shareholder or authorized representative 01 voting card, specifying the registration number, Shareholder's name, authorized representative's name, and the number of voting rights.

b) Shareholders, representatives of institutional Shareholders, or proxies arriving after the meeting has started shall register immediately and have the right to participate and vote after registration. The Chairperson is not obliged to pause the meeting for late registrants, and the validity of previously voted resolutions remains unchanged.

2. Election of the Chairperson, Secretary, and Voting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall be the meeting's Chairperson or may authorize another Board member to chair the General Meeting of Shareholders convened by the Board. If the Chairperson is absent or temporarily incapacitated, the remaining Board members shall elect 01 person among them to chair the meeting by majority vote;

b) Except as stipulated in point a of this Clause, the person signing the meeting notice shall preside over the meeting for Shareholders to elect a meeting's Chairperson, and the nominee with the highest votes shall chair the meeting;

c) The meeting's Chairperson shall appoint one or more individuals as the meeting secretary/secretaries;

d) The General Meeting of Shareholders shall elect one or more individuals to the Voting Committee based on the proposal of the meeting's Chairperson. The number of members in the Voting Committee shall be decided by the General Meeting of Shareholders upon the recommendation of the meeting's Chairperson.

3. The agenda and meeting content must be approved at the opening session of the General Meeting of Shareholders. The agenda must specify and detail the time allocated for each issue in the meeting agenda.
4. The meeting's Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the opinions of the majority of attendees:

a) Arrange seating at the meeting venue;

b) Ensure the safety of all attendees at the venue;

c) Facilitate shareholder participation (or continued participation) in the meeting. The meeting convener has full authority to modify the aforementioned measures and implement all

necessary actions. These measures may include issuing entrance passes or adopting other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted as "Approve," "Disapprove," and " No opinion." The voting results shall be announced by the meeting's Chairperson before the meeting concludes.
6. The meeting convener or Chairperson of the General Meeting of Shareholders shall have the following rights:

a) Require all attendees to undergo legal and reasonable security checks;
b) Request competent authorities to maintain order during the meeting and expel individuals who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the meeting's progress, or refuse security checks from the General Meeting of Shareholders.

7. The Chairperson has the right to postpone the General Meeting of Shareholders for a maximum of 03 working days from the originally scheduled date and may only postpone or change the venue under the following circumstances:

a) The venue lacks adequate seating for all attendees;
b) The communication facilities at the venue do not allow Shareholders to participate, discuss, and vote;
c) Disruptive attendees pose a risk to the fairness and legality of the meeting.

8. If the meeting's Chairperson postpones or suspends the General Meeting of Shareholders contrary to Clause 7 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and preside over the meeting until its conclusion. All Resolutions passed at the meeting remain valid.
9. If the Company applies modern technology for online General meeting of Shareholders, it shall ensure Shareholders can participate and vote through electronic voting or other digital methods as stipulated in Article 144 of the Law on Enterprise and Clause 3, Article 273 of Decree No. 155/NĐ-CP.

Article 20. Conditions for approving Resolutions of the General Meeting of Shareholders

1. A Resolution on the following matters shall be passed if it is approved by Shareholders representing at least 65% of the total voting shares of all Shareholders attending and voting at the meeting, except as stipulated in Clause 1, Article 16, and Clause 8, Article 21 of this Charter:

a) Types of shares and the total number of shares of each type;
b) Changes in the Company's business lines and sectors;
c) Changes in the Company's organizational structure;
d) Investment projects or asset sales valued at 35% or more of the Company's total assets recorded in the latest financial statement;
e) Company reorganization or dissolution.

2. Resolutions shall be passed if approved by Shareholders holding over 50% of the total voting shares of all attending and voting Shareholders, except for cases specified in Clause 1 of this Article, Clause 8, Article 21, and Clause 1, Article 16 of this Charter.

Article 21. Authority and procedures for collecting Shareholders' written opinions to approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting Shareholders' written opinions to approve Resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the right to collect Shareholders' written opinions to approve

resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The preparation of the list of Shareholders to receive opinion forms shall be conducted in accordance with Point a, Clause 2, Article 17 of this Charter. The Board of Directors must prepare the opinion forms, the draft Resolution of the General Meeting of Shareholders, explanatory documents regarding the draft resolution, and send them to all Shareholders with voting rights in the same manner as stipulated in Clause 3, Article 17 of this Charter, at least 10 days before the deadline for returning the opinion forms.

3. Ballot for collecting opinions must contain the following main contents:

a) Name, registered address, enterprise code;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number for individual Shareholders; name, enterprise code or legal document number of organizations, registered address for organizational Shareholders or full name, contact address, nationality, and legal document number for the representative of an organizational shareholder; number of shares of each type and voting rights of the Shareholder;

d) Issues to be voted on for decision-making;

e) Voting options including approval, disapproval, and no opinion for each issue collected for voting;

f) Deadline for returning the completed ballot to the Company;

g) Full name, signature of the Board of Directors' Chairperson.

4. Shareholders may send the completed ballot to the Company by mail, fax, or email according to the following provisions:

a) If sent by mail, the completed ballot must bear the signature of the individual Shareholder, the authorized representative, or the legal representative of the organizational Shareholder. The ballot sent to the Company must be sealed, and no one has the right to open it before vote counting;

b) If sent by fax or email, the ballot sent to the Company must be kept confidential until the vote counting time;

c) Ballots sent to the Company after the specified deadline in the ballot content or those that have been opened in the case of mail or disclosed in the case of fax or email are considered invalid. Ballots that are not returned are considered as non-participation in voting.

5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes in the presence of Shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:

a) Name, registered address, enterprise code;

b) Purpose and issues collected for voting to approve resolutions;

c) The number of shareholders and the total number of votes cast, specifying the number of valid and invalid votes and the method of submission of voting ballots, together with an appendix listing the shareholders participating in the voting;

d) Total votes of approval, disapproval, and no opinion on each issue;

e) Issues approved and the corresponding approval voting percentage;

f) Full name, signature of the the Board of Directors' Chairperson, vote counter, and vote counting supervisor;

g) Members of the Board of Directors, the vote counter, and the vote counting supervisor shall be jointly liable for the accuracy and honesty of the vote counting minutes; they shall be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting minutes and Resolutions must be sent to Shareholders within 15 days from the date of vote counting completion. The sending of vote counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the vote counting completion time.

7. The completed ballots, vote counting minutes, approved Resolutions, and related documents attached to the ballot must be kept at the Company's registered office.

8. A resolution passed by collecting written opinions from Shareholders is valid if approved by Shareholders holding more than 50% of the total voting shares of all Shareholders eligible to vote and has the same validity as a Resolution passed at the General Meeting of Shareholders.

Article 22. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or stored electronically in other formats. The minutes must be made in Vietnamese and may also be prepared in a foreign language with the following main contents:

a) Name, registered address, enterprise code;

b) Time and venue of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full name of the Chairperson and secretary;

e) Summary of the meeting proceedings and opinions expressed during the General Meeting of Shareholders on each issue in the agenda;

f) Number of Shareholders and total voting shares of Shareholders attending the meeting, with an annex listing registered Shareholders, shareholder representatives attending the meeting with the corresponding number of shares and voting rights;

g) Total votes for each voting issue, including voting method, total valid, invalid votes, votes in favor, against, and abstentions; corresponding percentage of total voting shares of Shareholders attending the meeting;

h) Issues approved and the corresponding approval voting percentage;

i) Full name and signature of the meeting's Chairperson and secretary. If the meeting's Chairperson and secretary refuse to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all required contents as prescribed in this clause. The meeting minutes must clearly state the refusal of the chairperson and secretary to sign.

2. The meeting minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The meeting's Chairperson and secretary of the meeting or other signatories of the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. Resolutions, meeting minutes of the General Meeting of Shareholders, annex listing registered Shareholders, the authorization document to attend the meeting, the documents

attached to the Minutes (if any), and related documents accompanying the meeting notice should be disclosed in accordance with securities market information disclosure regulations and should be kept at the Company's Headquarters.

5. Validity of Resolutions of the General Meeting of Shareholders:

a) Resolutions of the General Meeting of Shareholders take effect from the date they are passed or from the effective date specified in the Resolution. A valid resolution of the General Meeting of Shareholders is binding on all absent or dissenting Shareholders.

b) Resolutions of the General Meeting of Shareholders passed with 100% of total voting shares are considered legal and valid even if the procedures and formalities for passing such resolutions were not carried out correctly as prescribed.

c) If any shareholder or group of Shareholders requests the Court or Arbitration to annul a Resolution of the General Meeting of Shareholders in accordance with Article 23 of this Charter, such Resolutions remain in effect until the Court or Arbitration issues a different decision, except in cases where an emergency temporary measure is applied as decided by a competent authority.

Article 23. Request for annulment of a Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving a Resolution or meeting minutes of the General Meeting of Shareholders or the ballot result minutes of the General Meeting of Shareholders, a shareholder or group of Shareholders as defined in Clause 2, Article 11 of this Charter has the right to request the Court or Arbitration to review and annul the Resolution or part of the Resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening and making decisions at the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for cases stipulated in point b, Clause 5, Article 22 of this Charter.
2. The contents of the Resolution violate the law or this Charter.

If the resolution of the General Meeting of Shareholders is annulled by the Court or Arbitration, the convenor of the annulled General Meeting of Shareholders may consider organizing the General Meeting of Shareholders within 90 days according to the prescribed procedures.

VII. BOARD OF DIRECTORS

Article 24. Candidacy and nomination of Members of Board of Directors

1. If candidates for the Board of Directors have been determined, the Company must disclose information related to the candidates at least 10 days before the General Meeting of Shareholders on the Company's website so that Shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the accuracy and honesty of their disclosed personal information and pledge to perform their duties faithfully, prudently, and in the best interests of the Company if elected as Board members. The disclosed information about Board candidates includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work experience;

d) Other management positions (including Board memberships in other companies);

e) Interests related to the Company and its related parties.

The Company is responsible for disclosing information about the companies where the candidate holds a Board position, other management roles, and relevant interests related to those companies (if any).

2. Shareholders or groups of Shareholders holding at least 10% of the total common shares have the right to nominate Board candidates as follows:

a) Shareholders or groups holding from 10% to under 20% of voting shares may nominate up to 1 candidate;

b) Shareholders or groups holding from 20% to under 30% of voting shares may nominate up to 2 candidates;

c) Shareholders or groups holding from 30% to under 40% of voting shares may nominate up to 3 candidates;

d) Shareholders or groups holding from 40% to under 50% of voting shares may nominate up to 4 candidates;

e) Shareholders or groups holding 50% or more of voting shares may nominate all required candidates.

3. The process for nominating Board members is as follows:

a) Common Shareholders forming a group to nominate Board candidates must notify the General Meeting of Shareholders before the meeting begins;

b) If the number of nominated and self-nominated candidates is lower than the number Shareholders have the right to nominate according to Clause 2 of this Article, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter and Internal Corporate Governance Regulations. The Board must publicly announce additional candidates before the General Meeting of Shareholders votes for Board members in accordance with the law.

4. Members of the Board of Directors must meet the following standards and conditions:

a) Not be subject to the restrictions specified in Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business management or in the Company's business sector and are not necessarily Shareholders of the Company;

c) A member of the Board of Directors of the Company shall not concurrently serve as a member of the Board of Directors or Members' Council in more than 05 other companies;

d) Board members must not simultaneously be Board members, Members of the Members' Council, or CEO (General Directors) of another securities company;

e) Be in good health, possess good moral character, honesty, and integrity;

f) Meet other legal requirements.

5. Independent Board members must meet the standards and conditions outlined in Clause 4 of this Article and the following additional criteria:

a) Not be currently employed by the Company, its parent company, or its subsidiary; not have worked for the Company, its parent company, or its subsidiary in the past 03 consecutive years;

b) Not receive salary or remuneration from the Company, except for allowances granted to Board members by law;

c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling who is a major shareholder of the Company or who is a manager of the Company or its subsidiaries;

d) Not directly or indirectly own at least 01% of the total voting shares of the Company;

e) Not have served as a Board member or Supervisory Board member of the Company for at least 05 consecutive years prior, unless reappointed for 02 consecutive terms.

6. Voting for Board members must be conducted using cumulative voting, where each

shareholder has a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected, and may allocate all or part of their votes to one or more candidates. The elected Board members are those receiving the highest number of votes in descending order until the required number of members is reached. If multiple candidates receive the same number of votes for the last position, another vote shall be conducted among these candidates or selection criteria from the election regulations shall be applied.

Article 25. Composition and Term of Board Members

1. The Board of Directors consists of 05 members.
2. The term of Board members shall not exceed 05 years and may be re-elected for unlimited terms. An individual may only serve as an independent Board member for a maximum of 02 consecutive terms. If all Board members' terms expire simultaneously, they shall continue in office until new members are elected and assume their roles.
3. The composition of the Board of Directors is as follow:

a) At least one of the total Board members must be non-executive members;

b) The Board must include at least 01 independent member.

4. A Board member ceases to hold office if removed or dismissed by the General Meeting of Shareholders as stipulated in Article 30 of this Charter.

Article 26. Rights and oblilgations of the Board of Directors

1. The Board of Directors is the governing body of the Company, authorized to make decisions and perform rights and obligations on behalf of the Company, except for matters under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the rights and obligations prescribed by law, the Company's Charter, and the resolutions of the General Meeting of Shareholders:

a) Authority of the Board of Directors:

(i) Decide on the Company's strategy, medium-term development plans, and annual business plans;

(ii) Decide on the sale of unsold shares within the number of shares authorized for offering for each type; decide on raising additional capital through other methods;

(iii) Decide on the Company's bond issuance (excluding convertible bonds and bonds with warrants) in compliance with legal regulations;

(iv) Decide on the repurchase of shares in accordance with Article 133 of the Law on Enterprises and Article 36 of the Law on Securities;

(v) Approve investment plans and projects within the authority and limits prescribed by law and this Charter;

(vi) Decide on market development solution, marketing, and technology strategies;

(vii) Approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the Company's total assets as recorded in the latest financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 1, Article 14, and Clause 2, Article 43 of this Charter;

(viii) Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, sign, terminate contracts, reward, discipline, and determine salaries, remuneration, bonuses, and other benefits of the CEO, Deputy CEOs, Chief Accountant, Person in charge of Corporate Governance, and other positions as per the Company's internal regulations;

(ix) Appoint representatives to the Members' Council, General Meeting of Shareholders, Board of Directors, Supervisory Board/Audit Committee, Executive Board, and Management Board of other companies, and determine their remuneration and benefits;

(x) Supervise and direct the CEO and other managers in daily business operations;

(xi) Determine the organizational structure, establish subsidiaries, branches, representative offices, and decide on capital contributions and share purchases in other enterprises;

(xii) Approve the agenda and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions from Shareholders for resolution approval;

(xiii) Board members have the right to request the CEO, Deputy CEOs, and other managers to provide information and documents regarding the Company's financial situation and business operations.

Managers must promptly, fully, and accurately provide the requested information and documents to Board members;

(xiv) Decide on the issuance of the Board of Directors' operating regulations and internal corporate governance regulations after approval by the General Meeting of Shareholders; decide on the issuance of the Audit Committee under the Board of Directors's regulations and the Company's information disclosure regulations;

(xv) Appoint and dismiss individuals authorized by the Company to act as commercial representatives and legal counsel for the Company;

(xvi) Approve fixed asset investments not included in the annual business plan and budget, or fixed asset investments exceeding 10% of the approved annual business plan and budget, in accordance with the General Meeting of Shareholders' resolutions and legal regulations;

(xvii) Approve the valuation of non-cash assets contributed to the Company in relation to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

(xviii) Decide on the timing and procedures for dividend payments or handling business losses;

(xix) Establish departments or assign individuals to perform risk management and internal audit functions as required by law;

(xx) Exercise other rights as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and this Charter.

b) Responsibilities and Obligations of the Board of Directors:

(i) Be responsible to Shareholders for the Company's activities;

(ii) Treat all Shareholders equally and respect the interests of those with related rights to the Company;

(iii) Ensure that the Company's operations comply with legal regulations, the Charter, and the Company's internal regulations;

(iv) Submit the audited annual financial statements to the General Meeting of Shareholders;

(v) Propose the dividend distribution rate;

(vi) Recommend the restructuring, dissolution of the Company, or request for bankruptcy proceedings;

(vii) Propose the types and total number of shares authorized for issuance for each type;

(viii) Supervise and prevent conflicts of interest involving members of the Board of Directors, the CEO and other managers, including the misuse of Company assets and the abuse of related-party transactions;

(ix) Report to the General Meeting of Shareholders on the activities of the Board of Directors as required by Article 280 of Decree No. 155/2020/ND-CP;

(x) Manage the Company in accordance with legal regulations and this Charter for the benefit of the Company and its Shareholders;

(xi) Handle the Company's complaints against managerial officers and determine the Company's representative in legal proceedings against such managerial officers;

(xii) Allocate and utilize Company funds and distribute dividends in accordance with resolutions of the General Meeting of Shareholders;

(xiii) Publicly disclose related interests and refrain from using privileged information obtained through their position for personal gain or for the benefit of other organizations or individuals;

(xiv) Submit to the General Meeting of Shareholders for approval or ratification of matters within its authority;

(xv) Fulfill other responsibilities and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

3. The Board of Directors may re-authorize members of the Board of Directors, Executives, individuals, or units within the Company to perform the duties and powers of the Board of Directors, provided that such authorization complies with the Company's internal regulations and applicable laws.

4. The Board of Directors shall pass Resolutions and Decisions by voting at meetings (in person and/or via online conferences using electronic devices, telecommunications, the internet, and/or electronic voting methods) or by collecting written opinions (including in electronic form). Each member of the Board of Directors shall have 01 vote.

Article 27. Remuneration, bonuses, and other benefits of Board Members

1. The Company has the right to pay remuneration and bonuses to the Members of the Board of Directors based on business performance and efficiency.

2. Board members shall receive remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill Board duties and the daily remuneration rate. The Board shall estimate remuneration for each member based on unanimous principles. The total remuneration and bonuses of the Board shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Board member shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Board members who hold executive positions, serve on Board committees, or perform duties beyond those of a regular Board member may receive additional remuneration in the form of a fixed lump sum, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Board members shall be reimbursed for all reasonable travel, accommodation, and other expenses incurred in the course of fulfilling their Board duties, including expenses related to attending the General Meeting of Shareholders, Board meetings, or Board committee meetings.

6. Board members may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to legal violations or breaches of the Company's charter by Board members.

Article 28. Chairperson of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board shall not concurrently hold the position of CEO.
3. The Chairperson of the Board has the following powers and duties:

a) Develop the Board's activity program and plans;

b) Prepare meeting agendas, content, and materials; convene, preside over, and chair Board meetings;

c) Organize the adoption of Board Resolutions and Decisions;

d) Supervise the implementation of Board Resolutions and Decisions;

e) Chair of the General Meeting of Shareholders;

f) Conduct written consultations with Board members when Board meetings are not held;

g) On behalf of the General Meeting of Shareholders/Board of Directors, to sign and issue the Charter and other documents within its authority and responsibility, based on the approval/adoption of the General Meeting of Shareholders/Board of Directors; oversee or organize the oversight of their implementation;

h) Decide and act on matters authorized by the Board;

i) Develop and assign Board members to inspect and supervise Company activities;

j) Inspect and supervise all Company operations and suspend or revoke executive decisions if they violate laws, the Charter, General Meeting of Shareholders' resolutions, or Board resolutions and decisions;

k) Ensure the Board submits the Company's annual Financial Statements, business reports, audit reports, and Board reports to Shareholders at the General Meeting of Shareholders;

l) To exercise the rights and responsibilities of the legal representative in respect of the matters specified in this Clause; to sign contracts, transactions, and other documents of the Company, and to perform other tasks within the functions, duties, and powers of the legal representative as assigned/authorized by the General Meeting of Shareholders and the Board of Directors depending on the period;

m) Other rights and responsibilities as stipulated by the Law on Enterprises, this Charter, and the Company's internal regulations.

4. If the Chairperson resigns, is removed, or dismissed, the Board must elect a replacement within 10 days of receiving the resignation or dismissal decision.
5. If the Chairperson is absent or unable to perform their duties, they must delegate authority in writing to another Board member. If no delegation occurs, or if the Chairperson is deceased, missing, detained, serving a prison sentence, undergoing mandatory rehabilitation, restricted or legally incapacitated, or prohibited by Court order from holding office, the remaining Board members shall elect a replacement Chairperson by majority vote until the Board makes a formal decision.

Article 29. Meetings of Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first Board's meeting within 07 business days after the Board election. This meeting is convened and chaired by the member with the highest or equal highest vote count. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote by majority rule to select one of them to convene a meeting of the Board of Directors.
2. The Board of Directors must hold a meeting at least once per Quarter and may convene

extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene extraordinary Board meetings in the following cases:

a) At the request of an independent member of the Board of Directors;

b) At the request of the CEO or at least 05 other Company managerial persons;

c) At the request of at least 02 members of the Board of Directors.

4. Requests under Clause 3 must be in writing, specifying the purpose, discussion topics, and decisions under the Board's authority.

5. The Chairperson of the Board of Directors must convene a Board meeting within 07 working days of receiving a valid request under Clause 3. If the Chairperson fails to convene the meeting, they shall be held responsible for any Company damages, and the requesting party may convene the meeting instead.

6. The Chairperson of the Board of Directors or the convening person must send meeting invitations at least 03 working days before the meeting. The invitation must specify the time, place, agenda, discussion topics, and decisions. The invitation must be accompanied by relevant materials and voting ballots.

7. Meeting invitations may be sent via mail, phone, fax, electronic means, or other methods as determined by the Board, ensuring delivery to each Board member's registered contact information registered at the Company.

8. A Board meeting is valid when at least 3/4 of its members attend. In case the meeting convened in accordance with the provisions of this clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A meeting of the Board of Directors must ensure that each participating member is able to:

a) Listen to each of the other Board members speaking at the meeting;

b) Speak to all other attending members simultaneously;

Communications among members shall be conducted in accordance with the specific procedures set out in the Regulations on the Organization and Operation of the Board of Directors.

10. A Board member is considered to have attended and voted in a meeting in the following cases:

a) Attending and voting in person at the meeting;

b) Authorizing another person to attend and vote under Clause 12 of this Article;

c) Attending and voting via online conferencing, electronic voting, or other electronic means;

d) Sending voting ballots via mail, fax, email, or other methods as determined by the Board from time to time.

11. Voting ballots sent via mail must be sealed and delivered to the Company's Chairperson at least 01 hour before the meeting. Ballots shall only be opened in the presence of all attendees.

12. Board members must attend all Board meetings. They may authorize another person to attend and vote only with the majority consent of the Board.

13. Voting:

a) Except as provided in point b of this Clause, each member of the Board of Directors shall have one voting card.

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which the member or their related parties have an interest, where such interest conflicts or may conflict with the interests of the Company;

c) As specified in point d of this Clause, if an issue arises during a Board of Directors meeting regarding the degree of interest of a member of the Board of Directors or related to the voting rights of a member, and these issues are not resolved by the voluntary waiver of the member's voting rights, the matter shall be referred to the meeting chairperson. The decision of the meeting's Chairperson related to all other members of the Board of Directors, shall be considered the final decision, unless the nature or scope of the member's related interest has not been appropriately disclosed;

d) A member of the Board of Directors benefiting from a contract as stipulated in Article 43 of this Charter will be considered to have a significant interest in that contract.

14. Disclosure of Interests:

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is about to be signed with the Company, and who is aware of having an interest in it, must disclose the nature and content of that interest during the meeting in which the Board of Directors first reviews the issue of entering into the contract or transaction.

This member may disclose this interest during the first meeting of the Board of Directors held after the member becomes aware that they have or will have an interest in the related transaction or contract.

15. Board Resolutions and Decisions are approved by the majority of attending members. In case of a tie, the Chairperson's vote decides the outcome.

Article 30. Dismissal, removal, replacement, and supplementation of the Board of Directors' members

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

a) The member no longer meets the standards and conditions prescribed in Article 24 of this Charter;

b) The member submits a resignation letter and it is approved.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the event that such member fails to participate in the activities of the Board of Directors for 06 consecutive months, except in force majeure cases.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors beyond the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors decreases by more than 1/3 of the number specified in Clause 1, Article 25 of this Charter.

In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members decreases by more than 1/3;

b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed in Clause 3, Article 25 of this Charter;

c) Except for the cases specified in point a and point b of this Clause, the General Meeting of

Shareholders shall elect a new member to replace the dismissed or removed member of the Board of Directors at the nearest meeting.

Article 31. Committees under the Board of Directors

1. The Board of Directors may establish committees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number and structure of members of the committees shall be decided by the Board of Directors from time to time.
2. The operation of the committees must comply with the regulations of the Board of Directors. A committee's resolution shall be valid only when a majority of its members attend and vote in favor at the committee meeting.
3. The implementation of decisions made by the Board of Directors or its committees must comply with current legal regulations and the provisions of this Charter and the Company's internal governance regulations.

Article 32. Person in charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of Corporate Governance to support corporate governance activities.
2. The Person in charge of Corporate Governance shall not simultaneously work for an approved audit organization conducting audits of the Company's financial statements.
3. The Person in charge of Corporate Governance has the following rights and duties:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders according to regulations and matters related to the Company and Shareholders;

b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors;

c) Advising on the procedures of meetings;

d) Attending meetings;

e) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors;

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

h) Acting as the primary liaison with stakeholders;

i) Keeping information confidential according to legal regulations, this Charter, and the Company's internal governance regulations;

j) Other rights and duties as prescribed by law, this Charter, and the Company's internal governance regulations.

VIII. CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 33. Organizational Management Structure

1. The executives of the Company include the CEO, Deputy CEOs, Chief Accountant, and other individuals appointed by the Board of Directors as executives (explicitly stated as "Executive" in the appointment decision), in accordance with applicable laws and regulations.
2. The Board of Directors shall decide the number and qualifications of executives in accordance with practical management and operational requirements. The executives are responsible for supporting the Company in achieving its set operational and organizational goals.

3. The Company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations.

Article 34. Number, standards, and conditions of Company Executives

4. The Board of Directors shall appoint 01 member of the Board of Directors or hire another individual as the CEO. The term of office of the CEO shall not exceed 05 years and may be reappointed for an unlimited number of terms.
5. The CEO must meet the following standards and conditions:

a) Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Not have family relationships with the Company's managers; Not have family relationships with the managers, supervisors of the parent company;

c) Possess professional qualifications and experience in the Company's business management;

d) Not simultaneously work for another securities company, fund management company, or other enterprise;

e) Not be a member of the Board of Directors or a member of the Members' Council of another securities company;

f) Meet the standards specified in Clause 5, Article 74 of the Law on Securities;

g) Other standards as prescribed by the Board of Directors from time to time.

3. The Deputy CEO in charge of operations must meet the standards specified in Clause 5, Article 74 of the Law on Securities; shall not simultaneously work for another securities company, fund management company, or other enterprise; and must meet other standards as prescribed by the Board of Directors from time to time.
4. The CEO shall receive a salary and bonus. The salary and bonus of the CEO shall be determined by the Board of Directors.
5. The salary of executives shall be accounted for in the Company's business expenses as prescribed by tax laws and shall be presented as a separate item in the Company's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.
6. The Board of Directors may dismiss the CEO when the majority of the voting members of the Board of Directors attending the meeting approve and appoint a new CEO as a replacement.

Article 35. Duties and Powers of the CEO

1. The CEO is responsible for managing the Company's daily business operations; is subject to supervision by the Board of Directors and is accountable to the Board and the law for the execution of assigned rights and obligations.
2. The CEO has the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that do not fall under the Board of Directors' authority, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company's day-to-day operations in accordance with best management practices;

b) Organize the implementation of Resolutions and Decisions of the Board of Directors;

c) Organize the execution of the Company's business plans and investment strategies;

d) Propose organizational structure plans and internal management regulations for the Company;

e) Appoint, dismiss, and remove managerial positions within the Company, except for those under the Board of Directors' authority;

f) Determine salaries and other benefits for employees in the Company, including management personnel within the CEO's authority;

g) Recruit employees;

h) Propose dividend distribution plans or solutions for handling business losses;

i) To exercise the rights and responsibilities of the Legal representative in respect of the matters specified in this Clause; to sign contracts, transactions, and other documents of the Company, and to perform other tasks within the functions, duties, and powers of the Legal representative as assigned/authorized by the General Meeting of Shareholders and the Board of Directors depending on the period;

j) Other rights and obligations as prescribed by law, this Charter, Resolutions of the General Meeting of Shareholders, and Resolutions and Decisions of the Board of Directors.

Article 36. Internal Control Unit under the CEO

1. The Company must establish an internal control system that includes an organizational structure, internal processes, and regulations applicable to all positions, units, departments, and activities of the Company to ensure the following objectives:

a) The Company's operations comply with the provisions of the Law on Securities and relevant legal documents;

b) Ensuring customers' rights and interests;

c) The Company operates safely and efficiently; Assets and resources are protected, managed, and utilized effectively and securely;

d) Financial and management information systems are truthful, reasonable, complete, and timely; financial reporting by the Company is accurate and transparent.

2. The Internal Control Unit is responsible for ensuring compliance with the provisions stated in Article 12 of Circular 121/2020/TT-BTC.

3. Personnel in the Internal Control Unit must meet the standards and conditions stipulated in Article 12 of Circular 121/2020/TT-BTC.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Candidacy and nomination of Audit Committee Members

1. The Chairperson of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and must not be Company executives.

2. The appointment, dismissal, and removal of the Chairperson of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors in its meetings.

Article 38. Composition of the Audit Committee

1. The Audit Committee consists of at least 02 members. The number of Audit Committee members is determined by the Board of Directors periodically. The Chairperson of the Audit Committee must be an independent Board of Directors' member. Other members of the Audit Committee must be non-executive Board of Directors' members.

2. Members of the Audit Committee must have knowledge of accounting and auditing, possess general legal and business knowledge, and must not fall under the following circumstances:

a) Working in the Company's accounting or finance department;

b) Being a member or employee of an approved auditing organization that audited the Company's financial statements within the last 03 consecutive years.

3. The Chairperson of the Audit Committee must have a university degree or higher in one of

the fields of economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and Duties of the Audit Committee

The Audit Committee has the rights and duties as stipulated in Article 161 of the Law on Enterprise and the following responsibilities:

1. Oversee the accuracy of the Company's financial statements and official financial disclosures of the Company;
2. Review the internal control and risk management systems;
3. Review related-party transactions requiring approval from the Board of Directors or the General Meeting of Shareholders and provide recommendations on transactions that need such approvals;
4. Supervise the Company's Internal Audit Department;
5. Recommend an independent audit firm, determine audit fees, and establish contract terms with the audit firm for Board of Directors approval before presenting them to the General Meeting of Shareholders for ratification;
6. Monitor and evaluate the independence and objectivity of the audit firm and the effectiveness of the audit process, especially when the Company uses non-audit services from the same firm;
7. Supervise the Company's compliance with legal regulations, regulatory requirements, and internal regulations. The Audit Committee has the right to access documents related to the Company's operations, communicate with other Board of Directors' members, the CEO, the Chief Accountant, and other executives to collect information for its activities;
8. Request representatives from the approved audit firm to attend and respond to issues related to audited financial reports at Audit Committee meetings;
9. Use external legal, accounting, or other advisory services when necessary;
10. Develop and present risk identification and management policies to the Board of Directors; propose solutions to mitigate risks arising in the Company's operations;
11. Prepare and submit a written report to the Board of Directors' when detecting non-compliance by Board of Directors' members, the CEO, or other executives as stipulated in the Law on Enterprise and this Charter;
12. Develop the Audit Committee's Operational Regulations and present them to the Board of Directors for approval;
13. Other rights and obligations as prescribed in this Charter, the Audit Committee's regulations, and relevant laws.

Article 40. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year. The minutes of the meetings must be detailed, clear, and fully recorded. The meeting recorder and all attending Audit Committee members must sign the minutes.
2. The Audit Committee passes resolutions by voting at meetings, collecting written opinions, or other methods specified in its Operational Regulations.
3. Each Audit Committee member has 01 vote. Decisions of the Audit Committee are passed if the majority of attending members approve them; in the event of a tie, the final decision rests with the Chairperson of the Audit Committee.

Article 41. Reporting by Independent Board Members in the Audit Committee at the Annual General Meeting of Shareholders

1. Independent Board of Directors' members in the Audit Committee are responsible for

reporting their activities at the Annual General Meeting of Shareholders.

2. The report of independent Board of Directors' members in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:

a) Remuneration, operational costs, and other benefits of the Audit Committee and each of its members as stipulated by the Law on Enterprise and this Charter;

b) Summary of Audit Committee meetings and their conclusions and recommendations;

c) Supervision results on financial reports, operational status, and financial position of the Company;

d) Assessment reports on transactions between the Company, subsidiaries, or other companies controlled by the Company (over 50% equity ownership) with Board of Directors' members, the CEO, other executives, and related persons of these individuals; transactions between the Company and businesses where Board of Directors' members, the CEO, or other executives were founding members or managers within the last 03 years before the transaction date;

e) Assessment results on the Company's internal control and risk management system;

f) Supervision results on the Board of Directors, the CEO, and other executives;

g) Evaluation of the coordination between the Audit Committee, the Board of Directors, the CEO, and Shareholders.

X. RESPONSIBILITIES OF BOARD OF DIRECTORS' MEMBERS, CHIEF EXECUTIVE OFFICER, OTHER EXECUTIVES

Board of Directors' members, the CEO, and other executives must perform their duties, including those in Board of Directors' subcommittees, honestly and diligently in the best interests of the Company.

Article 42. Honesty and avoidance of Conflicts of Interest

1. Board of Directors' members, the CEO, and other executives must disclose their related interests as required by the Law on Enterprise and related legal documents.

2. Board of Directors' members, the CEO, and other executives and their related persons may only use information obtained through their positions for the benefit of the Company.

3. Board of Directors' members, the CEO, and other executives must notify the Board of Directors in writing of transactions between the Company, subsidiaries, or other companies controlled by the Company (over 50% equity ownership) and themselves or their related persons as stipulated by the Law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about these resolutions/decisions in accordance with the provisions of the Law on Securities on information disclosure.

4. Board of Directors' members cannot vote on transactions that benefit them or their related persons, as per the Law on Enterprise and this Charter.

5. Board of Directors' members, the CEO, and other executives and related persons of these entities shall not use or disclose to others inside information to carry out related transactions.

Article 43. Approval of contracts and transactions between the Company and related Persons

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

a) Shareholders, authorized representatives of Shareholders who own more than 10% of the total common shares of the Company, and their related persons;

b) Board of Directors' members, the CEO, other managers, and their related persons;

c) Enterprises that the Board of Directors' members, the CEO, and other managers of the Company are required to disclose according to Clause 2, Article 164 of the Law on Enterprise.

2. The General Meeting of Shareholders must approve the following contracts and transactions:

a) Contracts and transactions defined in Clause 1 of this Article that have a value of at least 35% or transactions that lead to a total transaction value within 12 months from the date of the first transaction reaching 35% or more of the Company's total assets as recorded in the most recent financial statements;

b) Contracts, loan, lending, or asset sale transactions with a value exceeding 10% of the Company's total assets (as recorded in the most recent financial statements) between the Company and a Shareholder owning at least 51% of total voting shares or a related person of such shareholder.

3. In the case specified in Clause 2 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors of the related parties involved and provide a draft contract or a summary of the key terms of the transaction.

The Board of Directors will present the draft contract or transaction explanation at the General Meeting of Shareholders or collect Shareholders' written opinions. In such cases, Shareholders with interests related to the parties in the contract or transaction are not entitled to vote.

4. The Board of Directors must approve contracts and transactions under Clause 1 of this Article that do not fall within the jurisdiction of the General Meeting of Shareholders, as specified in Clause 2 of this Article. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors' members of the related parties and provide the draft contract or a summary of the transaction. The Board of Directors' must decide on the approval of the contract or transaction within 15 days of receiving the notification. The Board of Directors' members with related interests in the contract or transaction are not entitled to vote.

5. Contracts and transactions are invalid as determined by a court ruling and must be handled per the law if they are signed in violation of this Article. The signatory of the contract or transaction, Shareholders, Board of Directors' members, or the CEO involved must jointly compensate for any damages incurred and return any benefits obtained from executing the contract or transaction to the Company.

6. The Company must disclose related contracts and transactions as required by law.

Article 44. Liability for damages and compensation

1. Board of Directors' members, the CEO, and other executives who violate their duty of honesty and diligence or fail to fulfill their obligations must be held liable for any damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil, administrative, and non-litigation cases initiated by parties other than the Company) if such individuals were or are BoD members, members of the Supervisory Board, the CEO, other executives, employees, or authorized representatives acting on behalf of the Company, have acted honestly, diligently, in the best interests of the Company, in compliance with the law, and without evidence proving a breach of duty.

3. Compensation costs include judgments, fines, actual payments incurred (including attorney

fees) to settle such cases within the limits permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned liabilities.

XI. RIGHT TO INSPECT THE COMPANY'S RECORDS AND DOCUMENTS

Article 45. Right to inspect records and documents

1. Common Shareholders have the right to inspect company records and documents as follows:

a) Common Shareholders have the right to review, inspect, and extract information about names and contact addresses from the list of Shareholders with voting rights; request corrections to inaccurate information; review, inspect, extract, or copy the Company's Charter, General Meeting of Shareholders minutes and Resolutions;

b) Shareholders or groups of Shareholders owning at least 5% of the total common shares have the right to review, inspect, extract minutes and Resolutions/Decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions requiring Board of Directors approval, and other documents, except those related to trade secrets and business secrets of the Company.

2. If an authorized representative of a shareholder or group of Shareholders requests to inspect records and documents, they must provide a power of attorney from the Shareholders they represent or a notarized copy of the authorization.

3. Board of Directors' members, the CEO, and other executives have the right to inspect the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. The Company must maintain this Charter, any amendments, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, annual financial statements, accounting books, and other documents as required by law.

5. The Company's Charter are be disclosed in accordance with the law.

XII. EMPLOYEES AND TRADE UNIONS

Article 46. Employees and Trade Unions

1. The CEO must prepare plans for the Board of Directors' approval regarding recruitment, termination, salaries, social insurance, welfare, rewards, and discipline of employees and Company executives.

2. The CEO must prepare plans for the Board of Directors' approval regarding the Company's relations with trade unions based on best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and applicable laws.

XIII. FUNDS ALLOCATION AND PROFIT DISTRIBUTION

Article 47. Funds allocation

The allocation of funds is carried out per legal regulations and determined annually by the General Meeting of Shareholders after fulfilling financial obligations to the State.

Article 48. Profit distribution

1. The General Meeting of Shareholders decides the annual dividend payment and method of payment from the Company's retained earnings.

2. The Company does not pay interest on dividends or any other payments related to any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of dividends in whole or in part by shares, and the Board of Directors is responsible for executing

such a decision.

4. If dividends or other payments related to shares are made in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks based on the Shareholder's provided bank account details. If the Company transfers the funds to the Shareholder's provided account but the Shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a Resolution or Decision to determine a specific record date for closing the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.
6. Other matters related to profit distribution must comply with legal regulations.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 49. Bank accounts

1. The Company opens accounts at Vietnamese banks or branches of foreign banks operating in Vietnam.
2. With prior approval from the competent authority, the Company may open bank accounts abroad if necessary, per legal regulations.
3. The Company carries out all payments and accounting transactions through accounts in Vietnamese dong or foreign currencies at its designated banks.

Article 50. Fiscal year

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

Article 51. Accounting system

1. The Company applies the Vietnamese Accounting System (VAS) or other special accounting systems issued or approved by competent authorities.
2. The Company maintains its accounting records in Vietnamese and keeps financial records in compliance with accounting and other relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to demonstrate and justify the Company's transactions.
3. The Company uses the Vietnamese Dong as the accounting currency. If the Company primarily engages in transactions using a specific foreign currency, it may choose that currency as its accounting unit, bear responsibility for this choice under the law, and notify the tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual, semi-annual, and quarterly financial reports

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company must disclose its audited annual financial statements in compliance with the legal requirements for information disclosure in the securities market and submit them to competent State authorities.
2. The annual financial statements must include all reports, appendices, and explanations as required by enterprise accounting laws. The financial statements must accurately and objectively reflect the Company's business operations.

3. The Company must prepare and disclose its reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to competent state authorities.

Article 53. Annual reports

The Company must prepare and publish annual reports in accordance with the legal regulations on securities and the stock market.

Article 54. Information disclosure responsibilities

1. The Company must disclose information regularly and on an ad-hoc basis in accordance with securities and stock market laws or upon request from competent state authorities, ensuring fully and timely compliance. The Company is responsible for the accuracy and truthfulness of its disclosed information and reports.
2. Information disclosure must be conducted in a manner that ensures fair and equal access for Shareholders and investors at the same time. The language used in disclosures must be clear, easy to understand, and must not mislead Shareholders or investors.

XVI. COMPANY AUDIT

Article 55. Audit

1. The General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to select one of them to audit the Company's financial statements for the next fiscal year under agreed terms and conditions with the Board of Directors.
2. The audit report must be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements has the right to attend the General Meeting of Shareholders, receive notifications and relevant information about the meeting, and provide opinions on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 56. Company seal

1. The Company's seal may include a physical seal made by an engraving facility or a digital signature-based seal in accordance with electronic transaction laws.
2. The Board of Directors determines the type, quantity, form, and content of the Company's seal, including those used by its branches and representative offices.
3. The Board of Directors and the CEO manage and use the Company's seal in compliance with applicable laws.

XVIII. REORGANIZATION AND DISSOLUTION OF THE COMPANY

Article 57. Reorganization of the Company

The division, separation, merger, consolidation, or transformation of the Company's type shall be conducted in accordance with the law.

Article 58. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a) Upon the expiration of its operating term as stated in this Charter, without an extension decision;

b) By Resolution or Decision of the General Meeting of Shareholders;

c) Upon revocation of its Enterprise Registration Certificate, except in cases where the Tax Administration Law provides otherwise;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended operating term) is decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by competent authorities if required by law.

Article 59. Extension of operations

1. The Board of Directors shall convene a General Meeting of Shareholders at least 07 months before the expiration of the Company's operating term for Shareholders to vote on extending the Company's operations based on the Board of Directors' proposal.
2. The extension is approved when Shareholders representing at least 65% of the total voting shares at the General Meeting of Shareholders vote in favor.

Article 60. Liquidation

1. At least 06 months before the expiration of the Company's operating term or upon a dissolution decision, the Board of Directors must establish a Liquidation Committee comprising three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members may be selected from the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before any other Company debts.
2. The Liquidation Committee must report its establishment and commencement of operations to the Business Registration Authority. From this point, the Liquidation Committee represents the Company in all matters related to liquidation before the Court and administrative authorities.
3. Funds obtained from liquidation shall be distributed in the following order:

a) Liquidation expenses;
b) Salaries, severance allowances, social insurance, and other employee benefits as per collective labor agreements and labor contracts;
c) Taxes;
d) Other Company's debts;
e) Any remaining funds after settling the debts from point a to point d shall be distributed to Shareholders, with preference shares being paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 61. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, shareholder rights and obligations as prescribed by the Law on Enterprise, this Charter, other legal regulations, or agreements between:

a) A shareholder and the Company;
b) A shareholder and the Board of Directors, the CEO, or other executives;

The involved parties must first attempt to resolve the dispute through negotiation and mediation.

Unless the dispute involves the Board of Directors or the Board of Directors' Chairperson, the Board of Directors' Chairperson shall mediate the dispute, requiring each party to submit relevant information within 15 business days from the dispute's occurrence. If the dispute involves the Board of Directors or the Board of Directors' Chairperson, any party may request or appoint an independent expert to act as a mediator.

2. If no mediation agreement is reached within 06 weeks from the start of the mediation process, or if the mediator's decision is not accepted, any party may submit the dispute to Arbitration

or Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. The payment of court fees shall follow the Court's ruling.

XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 62. Company Charter

1. Amendments and supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. If any legal provisions relevant to the Company's operations are not covered in this Charter or if new legal regulations differ from this Charter, those legal provisions shall prevail and regulate the Company's activities.

XXI. EFFECTIVE DATE

Article 63. Effective Date

1. This Charter consists of 21 sections and 63 Articles and shall take effect from the date of approval by the General Meeting of Shareholders under Resolution No. 01/2026/NQ-ĐHĐCĐ dated April 17th, 2026.
2. This Charter is prepared in 03 copies, each having equal legal validity, and is kept at the Company's headquarters.
3. This Charter is the sole and official version of the Company.
   Copies or extracts of this Charter are valid only if signed by the Board of Directors' Chairperson or at least half of the total Board of Directors' members.

LEGAL REPRESENTATIVE &
CHIEF EXECUTIVE OFFICER

CÔNG TY CỔ PHẦN CHỨNG KHOÁN SÀI GÒN HÀ NỘI

NGUYEN DUY LINH

CHAIRMAN OF THE BOARD OF DIRECTORS

DO QUANG VINH

APPENDIX

INFORMATION ON FOUNDING SHAREHOLDERS OF THE COMPANY

Type of share: Common Shares

Par value per share: VND 10,000

No.	NAME	ADDRESS	OWNED SHARES (on the date of the Company's establishment)	VALUE (Dong)	RATIO (%)
1	T&T Group JSC (Old name: T&T Co., Ltd.)	No. 31-33 Ngo Quyen Street, Cua Nam, Hanoi	5,250,000	52,500,000,000	15
2	Saigon - Hanoi Commercial Joint Stock Bank (SHB)	No. 77, Tran Hung Dao St., Cua Nam, Hanoi	3,500,000	35,000,000,000	10
3	Vietnam National Coal and Mineral Industries Holding Corporation Limited (VCM)	No. 3 Duong Dinh Nghe St., Yen Hoa, Hanoi	3,500,000	35,000,000,000	10
4	Vietnam Rubber Industrial Park and Urban Development JSC (VINARUCO)	Cong Hoa Industrial Park, Tran Hung Dao, Hai Phong	3,500,000	35,000,000,000	10
5	Vietnam Rubber Group (VGR)	No. 236 Nam Ky Khoi Nghia, Xuan Hoa, Ho Chi Minh City	1,750,000	17,500,000,000	05
6	Hanoi Trading Service Co., Ltd.	No. 17 Phu Đong Thien Vuong St., Hai Ba Trung, Hanoi	1,750,000	17,500,000,000	05
7	An Sinh Industrial Investment JSC (Old name: An sinh JSC)	No. 1, Lot No.3A, Trung Yen 11, Yen Hoa, Hanoi	1,750,000	17,500,000,000	05