CÔNG TY CỔ PHẦN CHỨNG KHOÁN NGÂN HÀNG CÔNG THƯƠNG VIỆT NAM ***VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY***	**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc** ***THE SOCIALIST REPUBLIC OF VIETNAM*** ***Independence – Freedom – Happiness***
Số/*No*: 269 /2025/CBTT-CKCT07+12 *V/v: Công bố thông tin Biên bản họp và Nghị quyết ĐHĐCĐ bất thường năm 2025 của VietinBank Securities* *Ref: Information disclosure of Meeting Minutes and Resolution of 2025 Extraordinary General Meeting of Shareholders of VietinBank Securities*	*Hà Nội, ngày 18 tháng 11 năm 2025* *Hanoi, November 18,2025*

Công Ty Cổ Phần Chứng Khoán Ngân Hàng Công Thương Việt Nam

Digitally signed by Công Ty Cổ Phần Chứng Khoán Ngân Hàng Công Thương Việt Nam
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CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

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

1. Tên tổ chức: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam**
   The Organization name: ***Vietnam Bank for Industry and Trade Securities Joint Stock Company***
   - Mã chứng khoán/*Stock code*: **CTS**
   - Địa chỉ: **Tầng 1 đến Tầng 4, Tòa nhà N02-T2 Khu Đoàn Ngoại giao, Phường Xuân Đỉnh, Thành phố Hà Nội.**
     Address: 1st to 4th Floor, Building N02-T2 Diplomatic Corps Area, Xuan Dinh Ward, Hanoi.
   - Điện thoại/*Telephone*: **024. 3974 1771** Fax: **024. 3974 1760**
   - Email: congbothongtin@vbse.vn
2. Nội dung thông tin công bố/ *Content of disclosure*:
   Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam (VietinBank Securities) công bố thông tin Biên bản họp và Nghị quyết Đại hội đồng cổ đông bất thường năm 2025 kèm theo các Tờ trình ĐHĐCĐ bất thường năm 2025 của Công ty.
   (Chi tiết theo tài liệu đính kèm)
   Vietnam Bank for Industry and Trade Securities Joint Stock Company (VietinBank Securities) announces the Meeting Minutes and Resolution of 2025 Extraordinary General Meeting of Shareholders along with the Proposals for the 2025 Extraordinary General Meeting of Shareholders of the Company.
   (Details in the attached document)
3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 18/11/2025 tại đường dẫn: https://www.vbse.vn/co-dong/vietinbank-securities-cbtt-bien-ban-hop-va-nghi-quyet-dai-hoi-dong-co-dong-bat-thuong-nam-2025/
   This information was published on the Company's website on November 18, 2025 as in the link: https://www.vbse.vn/co-dong/vietinbank-securities-cbtt-bien-ban-hop-va-nghi-quyet-dai-hoi-dong-co-dong-bat-thuong-nam-2025/

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm

trước pháp luật về nội dung các thông tin đã công bố./.

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

ĐẠI DIỆN TỔ CHỨC
ORGANIZATION REPRESENTATIVE
NGƯỜI ĐƯỢC ỦY QUYỀN CBTT
PERSON AUTHORIZED TO DISCLOSE INFORMATION
PHÓ TỔNG GIÁM ĐỐC
DEPUTY GENERAL DIRECTOR

CÔNG TY CỔ PHẦN CHỨNG KHOÁN NGÂN HÀNG CÔNG THƯƠNG VIỆT NAM

Trần Thị Ngọc Tài/ *Tran Thi Ngoc Tai*

Nơi nhận/ Recipients:

- Như trên/ *As above*;
- Lưu/*Archives:* TCHC, TVTCDN, VP.HĐQT/ *HR& Administration Department, Corporate Finance Advisory Department, BOD's Office.*

Tài liệu đính kèm/Attached documents:

- *Biên bản họp ĐHĐCĐ bất thường năm 2025 số 02/2025/BBH-ĐHĐCĐ-CKCT ngày 18/11/2025 /Meeting Minutes of 2025 Extraordinary General Meeting of Shareholders No. 02/2025/BBH-DHDCD-CKCT on November 18, 2025;*
- *Nghị quyết ĐHĐCĐ thường niên 2025 số 02/2025/NQ-ĐHĐCĐ-CKCT ngày 18/11/2025 /Resolution of 2025 Extraordinary General Meeting of Shareholders No. 02/2025/NQ-DHDCD-CKCT on November 18, 2025;*
- *Tài liệu họp ĐHĐCĐ bất thường năm 2025/2025 EGM's Materials .*

VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.: 02/2025/NQ-DHDCD-CKCT

Hanoi, November 18, 2025

RESOLUTION

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

GENERAL MEETING OF SHAREHOLDERS
VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding documents on implementation;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements and guiding documents on implementation;

*Pursuant to the Charter of Organization and Operation of Vietnam Bank for Industry and Trade Securities Joint Stock Company ("**The Company**");*

Pursuant to Regulation on Organization of 2025 Extraordinary General Meeting of shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company passed by the General Meeting of Shareholders on November 18, 2025;

Pursuant to Meeting minutes of the 2025 Extraordinary General Meeting of shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company on November 18, 2025;

RESOLVED:

Article 1. To approve all amendments, supplements, and the fully consolidated versions of the Company's Charter on Organization and Operation and the Regulation on Operation of the Board of Directors of the Company in accordance with the Proposal and the attached draft documents.

To authorize the competent person to sign and promulgate the Company's Charter on Organization and Operation and the Regulation on Operation of the Board of Directors of the Company, incorporating the amendments and supplements approved by the General Meeting of Shareholders.

Article 2. To approve the Change of Company Name, specifically as follows:

2.1. Approval of changing the name of the Company as follows:

- Company Full Vietnamese name: **Công ty Cổ phần Chứng khoán VietinBank**

- Company Full English name: **VietinBank Securities Joint Stock Company**
- Abbreviated name: **VBSE**

2.2. Approval of amendments and supplements to Clause 1, Article 2 of the Company's Charter corresponding to the change of name as follows:

Amended Article/Clause	Current Charter Provision	Amended and supplemented Charter Provision
Clause 1, Article 2 – Name, legal forms, head office, operating network and term of operation of the Company	1. Company name: a. Full name in Vietnamese: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam** b. Full name in English: **Vietnam Bank for Industry and Trade Securities Joint Stock Company** c. Vietnamese transaction name: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam** d. Abbreviated name in Vietnamese: **Công ty Chứng khoán Công thương** e. Abbreviated name in English: **VietinBank Securities** f. Stock symbol: **CTS**	1.**Company name:** a. Company Full name in Vietnamese: **Công ty Cổ phần Chứng khoán VietinBank** b. Company Full name in English: **VietinBank Securities Joint Stock Company** c. Abbreviated name: **VBSE** d. Stock code: **CTS**

2.3. Approval of amendments to all references to the Company name in the Company's Charter on Organization and Operation, Internal Regulation on Corporate Governance, Regulation on operation of the Board of Directors, and Regulation on organization and operation of the Board of Supervisors in accordance with the new Company name stated in item 2.1 above.

2.4. The General Meeting of Shareholders:

- Authorizes and assigns the Board of Directors/Supervisors of the Company to approve the amended, supplemented and fully consolidated versions according to items 2.2 and 2.3 above and promulgate the Company's Charter on Organization and Operation, Internal Regulation on Corporate Governance, Regulation on operation of the Board of Directors, and Regulation on organization and operation of the Board of Supervisors under the new Company name, after receiving approval from competent State authorities on changing the Company name as prescribed by the law.

- Authorizes and assigns the Board of Directors to decide, approve, and implement all necessary tasks and procedures related to the change of the Company's name, amendment of the Establishment and Operation License and Business Registration Certificate, and adjustment of relevant information with competent authorities in accordance with applicable laws.

Article 3. To approve the Proposal on dismissal and additional election of the member to the Company's Board of Directors as follows:

3.1. Approval of the dismissal of Ms. Bui Thi Thanh Thuy from the position of Member of the Board of Directors of the Company from November 18, 2025.

3.2. Approval of the additional election of members of the Company's Board of Directors with the following contents:

- The number of additional members to be elected to the Company's Board of Directors is one (01) member.
- The term of the additional members of the Board of Directors shall start from November 18, 2025 to April 9, 2029.

Article 4. To approve the additional election of Ms. Tran Thu Trang as members of Vietnam Bank for Industry and Trade Securities Joint Stock Company's Board of Directors for the term starting from November 18, 2025 to April 9, 2029.

Article 5: Implementation Terms:

5.1. This Resolution was approved in full by the 2025 Extraordinary General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company and takes effect from November 18, 2025.

5.2. The members of the Board of Directors, Supervisors, and members of the Board of General Directors of the Company are responsible for implementing this Resolution and organizing the implementation of the Resolution in accordance with their functions and powers, based on compliance with the provisions of the Law and the Charter of Organization and Operation of Vietnam Bank for Industry and Trade Securities Joint Stock Company.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS

CHAIRPERSON

(Signed)

Tran Phuc Vinh

Recipients:

- As per Article 5;
- SSC, VNX, HSX, HNX;
- The Company's Website;
- Archives: HR & Administration Department, BOD' Office.

VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

No: 02/2025/BBH-DHDCD-CKCT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, November 18, 2025

MEETING MINUTES

2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

The Business name	:	Vietnam Bank for Industry and Trade Securities Joint Stock Company.
License for establishment and operation	:	No. 107/UBCK-GP issued by the State Securities Commission on July 1, 2009 and the amended Establishment and Operation Licenses.
Business Registration Number	:	0101078450
Head office	:	1st to 4th floor, Building N02-T2 Diplomatic Corps Area, Xuan Dinh Ward, Hanoi.
Method of holding the 2025 Extraordinary General Meeting of Shareholders ("GMS"/"EGM")	:	In-person.
Voting method for each issue at the EGM	:	In-person voting.
Meeting venue	:	4th floor, Building N02-T2 Diplomatic Corps Area, Xuan Dinh Ward, Hanoi.
Meeting time	:	From 07:30 A.M, November 18, 2025.
Participants of the EGM	:	- Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company ("Vietinbank Securities Company"/"the Company") whose names appear on the list of shareholders as of the record date (October 21, 2025) provided by Vietnam Securities Depository and Clearing Corporation; - Invited guests.
Total number of shareholders, shareholder	:	10 delegate, representing 08 shareholders owning 160,915,368 shares with voting rights, corresponding to

representatives attending the meeting and total number of corresponding votes	160,915,368 votes, accounting for 75.656% of the total voting shares of the Company.

SUMMARY OF THE MEETING:

A. LEGALITY AND VALIDITY OF THE MEETING:

EGM was officially opened at 08:20 A.M on November 18, 2025.

EGM listened to Mr. Vo An Hai - Head of the Shareholders' Eligibility Verification Committee announced the Report on the results of the shareholder eligibility verification as of 08:20 A.M on November 18, 2025 as follows:

- The total number of shares issued by the Company is: **212,693,438** Ordinary shares.
- The total number of shares with voting rights is: **212,693,438** shares, corresponding to the total of **212,693,438** voting shares of the Company.
- Shareholders invited to attend the General Meeting include: All shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company whose names appear on the list of shareholders as of the Record Date (October 21, 2025), provided by Vietnam Securities Depository and Clearing Corporation. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize their representatives to attend.
- The total number of shareholders, authorized representatives of institutional shareholders, authorized persons (hereinafter referred to as **"delegates"**) attending the meeting at 08:20 A.M on November 18, 2025 is: 07 delegates, representing 05 shareholders owning 160,873,364 shares with voting rights, corresponding to 160,873,364 votes, accounting for 75.6363% of the total voting shares of the Company.

  In which:

  + Shareholders attending the meeting in person: 03 shareholders;

  + Authorized representatives of institutional shareholders attending the meeting: 03 people;

  + Authorized persons attending the meeting: 01 people.

The above delegates are fully qualified to attend and vote at the EGM.

According to the provisions of the Law on Enterprises No. 59/2020/QH14 and the Charter on Organization and Operation ("**Charter**") of Vietnam Bank for Industry and Trade Securities Joint Stock Company, the 2025 EGM of Vietnam Bank for Industry and Trade Securities Joint Stock Company was legal, valid and eligible to be conducted.

The Organizing Committee will continue to register late-arriving delegates at the EGM even after the meeting has opened. Delegates have the right to vote immediately at the EGM upon completing their registration.

B. CONTENT AND AGENDA OF THE MEETING:

I. Instructions on Principles and regulations for voting at the Meeting:

The EGM listened to Mr. Vo An Hai - Head of the Shareholders' Eligibility Verification Committee, present the guidelines on Principles and regulations for voting at the Meeting.

Voting results: Total number of voting shares of shareholders attending and voting is: 160,873,367 votes. The number of valid votes is 160,873,367 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,367 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

II. Election of the Presiding Committee, election of the Secretariat and election of the Vote Counting Committee:

To preside over the EGM and conduct the elections and vote counting of the meeting, the EGM elected the Presiding Committee and the Vote Counting Committee.

After listening to the list of expected personnel introduced by the Organizing Committee, the EGM voted to approve the Presiding Committee, which consists of the following three (03) members:

1. Mr. Tran Phuc Vinh - Chairman of the Board of Directors (BOD) of the Company – Chairperson;
2. Mr. Vu Duc Manh - Member of the Board of Directors, General Director of the Company - Member;
3. Mr. Pham Viet Hung – Independent member of the Board of Directors of the Company - Member.

Voting results: Total number of voting shares of shareholders attending and voting is: 160,873,367 votes. The number of valid votes is 160,873,367 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,367 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

The Presiding Committee, on behalf of the EGM, appointed the EGM's Secretariat to record the content and agenda of the EGM, compose the draft of the Minutes and Resolution of the Meeting, including the following members:

1. Ms. Pham Thi Thanh Mai - Company Secretary
2. Mr. Dao Duc Thinh - Risk Management Specialist

Next, the Presiding Committee introduced and the EGM elected the EGM's Vote Counting Committee consisting of the following three (03) members:

1. Mr. Vo An Hai – Head of the Internal Control and Inspection Department – Head of the Committee;
2. Mr. Le Huy Tue – Head of IT Department – Member;
3. Ms. Nguyen Thi Thuy Linh – Head of Internal Audit Department – Member;

Voting results: Total number of voting shares of shareholders attending and voting is: 160,873,367 votes. The number of valid votes is 160,873,367 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,367 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

III. Approval of the Meeting Agenda and Regulation on Organizing the 2025 Extraordinary General Meeting of Shareholders:

1. The EGM listened to Mr. Tran Phuc Vinh - Chairman of the Board of Directors of the Company, Chairperson presented the draft Meeting Agenda.

   The EGM voted to approve the Meeting Agenda.

Voting results: Total number of voting shares of shareholders attending and voting is: 160,873,367 votes. The number of valid votes is 160,873,367 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,367 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

2. The EGM listened to Mr. Pham Viet Hung, an Independent member of the Board of Directors of the Company, as well as a member of the Presiding Committee, present the draft Regulations on organizing the 2025 Extraordinary General Meeting of Shareholders of the Company.

The EGM voted to approve the Regulations for organizing the 2025 Extraordinary General Meeting of Shareholders.

Voting results: Total number of voting shares of shareholders attending and voting is: 160,873,368 votes. The number of valid votes is 160,873,368 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,367 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

IV. Main content of the EGM:

1. Proposals submitted to the EGM:

The EGM listened to the Presiding Committee's members present the Proposals:

- Mr. Vu Duc Manh - Member of the Board of Directors and General Director of the Company, presented the Proposal for amending and supplementing the Charter on Organization and Operation, and Regulation on Operation of the

Board of Directors of the Company, and the Proposal for changing the name of the Company.

- Mr. Tran Phuc Vinh – Chairman of the Board of Directors of the Company, presented the Proposal for Dismissal and Additional Election of Members of the Board of Directors of the Company.

(Attached documents).

2. Discussion and approval of Proposals:

The Meeting discussed the contents of the Proposals presented at the EGM (Appendix of the discussion contents at the General Meeting attached).

The EGM agreed with the contents presented and explained at the Meeting and had no further comments.

The EGM conducted a vote to approve the contents of the Proposals to the EGM.

3. Voting results for approval of the contents of Proposals submitted to the EGM:

The EGM listened to Mr. Vo An Hai - Head of the Vote Counting Committee, announce the Minutes of the vote counting for the approval of the Report and Proposal to the EGM:

- Total number of Voting Slips issued: 160,873,368 votes, accounting for 75.6363% of the Company's Voting shares.
- Total number of Voting Slips of shareholders attending and voting (**"the Vote"**): 160,873,364 votes, accounting for 75.6363% of the Company's Voting shares.

Voting results:

a. Approval of the Proposal for amending and supplementing the Charter on Organization and Operation, and Regulation on Operation of the Board of Directors of the Company:

Specifically: Approval of the amendments, supplements, and the fully consolidated versions of the Company's Charter on Organization and Operation and the Regulations on the Operation of the Board of Directors in accordance with the draft documents and appendices attached to the Proposal. To authorize the competent person to sign and promulgate the Company's Charter on Organization and Operation and the Regulations on the Operation of the Board of Directors incorporating the approved amendments and supplements after approval by the General Meeting of Shareholders.

With the voting results as follows:

(a1). Approval of the amendments and supplements to the Company's Charter on Organization and Operation:

- Number of valid votes: 160,873,364 votes, accounting for 100% of shares attending;
- Number of invalid votes: 0 votes, accounting for 0% of shares attending;

Voting results: The number of agreed votes is 160,873,364 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

(a2). Approval of the amendments and supplements to the Regulations on the Operation of the Company's Board of Directors:

- Number of valid votes: 160,873,364 votes, accounting for 100% of shares attending;
- Number of invalid votes: 0 votes, accounting for 0% of shares attending;

Voting results: The number of agreed votes is 160,873,364 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

b. Approval of the Proposal for changing the name of the Company:

- Number of valid votes: 160,873,364 votes, accounting for 100% of shares attending;
- Number of invalid votes: 0 votes, accounting for 0% of shares attending;

Voting results: The number of agreed votes is 160,873,364 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

c. Approval of the Proposal on the dismissal and additional election of a Member of the Board of Directors of the Company:

(c1). Approval of the Dismissal of Mrs. Bui Thi Thanh Thuy - Member of the Board of Directors of the Company from 18 November 2025:

- Number of valid votes: 160,873,364 votes, accounting for 100% of shares attending;
- Number of invalid votes: 0 votes, accounting for 0% of shares attending;

Voting results: The number of agreed votes is 160,873,364 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

(c2). Approval of the additional election of a Member of the Board of Directors of the Company with the following contents:

+ The number of additional members to be elected to the Company's Board of Directors is 01 (one) member.
+ The term of the additional members and the independent members of the Board of Directors shall start from November 18, 2025, to April 9, 2029.

- Number of valid votes: 160,873,364 votes, accounting for 100% of shares attending;
- Number of invalid votes: 0 votes, accounting for 0% of shares attending;

Voting results: The number of agreed votes is 160,873,364 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

(c3). Approval of the list of candidates to be submitted to the General Meeting of Shareholders for the additional election to the Company's Board of Directors:

- Number of valid votes: 160,873,364 votes, accounting for 100% of shares attending;

- Number of invalid votes: 0 votes, accounting for 0% of shares attending;

Voting results: The number of agreed votes is 160,873,364 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

4. Additional election of members to the Company's Board of Directors:

The General Meeting listened to Mr. Pham Viet Hung – an Independent Member of the Board of Directors of the Company, Member of the Presiding Committee, presented the Draft Regulation on the additional election of members to the Company's Board of Directors.

The General Meeting voted to approve the Regulation on the additional election of members to the Company's Board of Directors.

Voting results: Total number of voting shares of shareholders attending and voting is: 160,915,368 votes. The number of valid votes is 160,915,368 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,915,368 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

The General Meeting process with the additional election of members to the Company's Board of Directors.

5. Results of additional election of members to the Company's Board of Directors:

The EGM listened to Mr. Vo An Hai - Head of the Vote Counting Committee – announced the Minutes of the vote counting for the additional election of a Member of the Company's Board of Directors. According to:

- Ms. Tran Thu Trang was elected as a Member of the Board of Directors of Vietnam Bank for Industry and Trade Securities Joint Stock Company with a term from November 18, 2025 to the end of April 09, 2029:

No.	Full name	Elected position	Number of voting shares	Accounting for the percentage of the total voting shares by all shareholders attending and voting
1	Tran Thu Trang	Member of the Board of Directors	160,873,363	99.9739%

V. Contents approved by the General Meeting of Shareholders:

1. Approval of the proposal for amending and supplementing the Charter on Organization and Operation, and Regulation on Operation of the Board of Directors of the Company, specifically:

1.1. Approval of the amendments and supplements to the Company's Charter on Organization and Operation with an approval rate of 100% of the total agreed votes by all shareholders attending and voting at the Meeting.

1.2. Approval of the amendments and supplements to the Regulations on the Operation of the Company's Board of Directors with an approval rate of 100% of the total agreed votes by all shareholders attending and voting at the Meeting.

2. Approval of the Proposal for Changing the name of the Company with an approval rate of 100% of the total agreed votes by all shareholders attending and voting at the Meeting.

3. Approval of the Proposal on dismissal and additional election of Members of the Company's Board of Directors, specifically:

3.1. Approval of the dismissal of Mrs. Bui Thi Thanh Thuy - Member of the Company's Board of Directors from 18 November 2025, with an approval rate of **100%** of the total agreed votes by all shareholders attending and voting at the Meeting.

3.2. Approval of the additional election of a Member of the Company's Board of Directors with the following details:

+ The number of additional members to be elected to the Company's Board of Directors is 01 (one) member.

+ The term of the additional members and the independent members of the Board of Directors shall start from November 18, 2025 to April 9, 2029.

with the approval rate of **100%** of the total agreed votes by all shareholders attending and voting.

4. Approval the additional election of Ms. Tran Thu Trang as members of Vietnam Bank for Industry and Trade Securities Joint Stock Company's Board of Directors for the term starting from November 18, 2025 to April 9, 2029.

VI. Content arising outside the approved Agenda:

No.

VII. Approval of the Minutes and Resolutions of the EGM:

These Minutes and the Draft Resolution of the 2025 Extraordinary General Meeting of Shareholders were read to the entire EGM and voted for approval.

The EGM voted to approve the Minutes and the Draft Resolution of the 2025 Extraordinary General Meeting of Shareholders.

Voting results to approve the Minutes of the 2025 Extraordinary General Meeting of Shareholders: Total number of voting shares of shareholders attending and voting is: 160,873,368 votes. The number of valid votes is 160,873,368 votes, representing 100%;

invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,368 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

Voting results to approve the Draft Resolution of the 2025 Extraordinary General Meeting of Shareholders: Total number of voting shares of shareholders attending and voting is: 160,873,368 votes. The number of valid votes is 160,873,368 votes, representing 100%; invalid votes are 0 votes, accounting for 0%. The number of agreed votes is 160,873,368 votes, representing 100%; disagreed votes are 0 votes, accounting for 0%; votes with no comment are 0 votes, representing 0%.

This Minutes was prepared at 10:45 A.M on November 18, 2025 immediately after the conclusion of the 2025 Extraordinary General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company.

SECRETARY	ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS CHAIRPERSON
	(Signed)
Pham Thi Thanh Mai **Dao Duc Thinh**	**Tran Phuc Vinh**

Attached documents:

- Report on the results of the shareholder eligibility verification;
- Regulations on organizing the 2025 EGM;
- Proposals for the 2025 EGM and attached documents;
- Regulation on additional election of members to the Company's Board of Directors;
- Minutes of the vote counting;
- Minutes of vote counting for additional election of members to the Company's Board of Directors;
- Appendix of the discussion contents at the 2025 EGM;
- Other relevant documents.

APPENDIX

DISCUSSION CONTENT AT THE 2025 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

(Attached to the Minutes of the Extraordinary General Meeting of Shareholders 2025 No. 02/2025/BBH-DHDCD-CKCT dated 18 November 2025 of VietinBank Securities Joint Stock Company)

SHAREHOLDERS' QUESTIONS:

1. **First, regarding capital:** In mid-2025, the Company conducted a capital increase, which, according to the Board of Management, was the largest capital raise in the Company's history, raising the charter capital to more than VND 2,100 billion. However, in the context that many securities companies backed by parent banks have continuously increased their capital recently, shareholders would like to hear **whether the Company has any upcoming capital-raising plans, and how VietinBank, as the parent bank of VBSE, intends to enhance the financial capacity of its subsidiary?**
2. **Second, regarding market share**: VBSE has maintained a strong position in the bond segment and has benefited from VietinBank's extensive customer ecosystem. However, in the equity brokerage segment, the Company still has significant room for growth. Therefore, I would like to hear more about the **Company's priorities in expanding its market share, especially with respect to deeper penetration into VietinBank's retail customer base. Does the Company have specific targets for the 2025–2026 period in relation to increasing market share in the equity brokerage segment?**
3. **Third, regarding the post-rebranding strategy:** The renaming of the Company is an important step in brand identity, and shareholders are keen to know whether this change comes with deeper strategic shifts. Therefore, could the Board of Directors share more about the **business model that VBSE will prioritize after the rebranding, and whether the Company plans to upgrade its technology services or expand its product portfolio to align with the new brand positioning?**

RESPONSES FROM THE CHAIRING PANEL:

1. **Regarding capital:**

- ***Mr. Tran Phuc Vinh – Chairman of the Board of Directors:*** Capital enhancement is always a critical need for securities companies. With the current level of capital, VietinBank Securities has utilized it very efficiently, almost fully leveraging all regulatory limits. As of now, the Company's profit is at the highest level in its history, and its ROE ranks among the top 1–2 securities companies in the market. To maintain sustainable

growth, capital increase remains a top priority, and raising capital in 2026 will be an important objective for the Company.

- ***Mr. Vu Duc Manh – Board Member cum Chief Executive Officer:*** In 2025, the Company achieved significant milestones, establishing a solid foundation for the coming years. The Company has effectively taken advantage of market opportunities to boost profits. Based on these results, the Company has built a foundation for increasing capital from retained earnings. In practice, the Company raised its charter capital from over VND 1,400 billion to VND 2,100 billion, and may raise it to nearly VND 3,000 billion in 2026. Currently, the scale of securities companies is expanding rapidly, especially those with banks as major shareholders; however, VietinBank Securities will continue to pursue a prudent approach, ensuring proper risk management amid high market volatility.

2. **Regarding market share and products:**

Mr. Vũ Đức Mạnh – Board Member cum Chief Executive Officer:

- Regarding products: In 2025, the Company has been active in advisory and underwriting services for structured bond products (such as convertible bonds or bonds with warrant-like features). The Company is also designing additional corporate finance advisory products that meet the needs and expectations of shareholders, public companies, and businesses seeking to expand their scale and capital resources.

- Regarding technology: In 2025, the Company implemented major upgrades, including a new trading system and a new App/Web platform with enhanced utilities. The Company continues to actively gather customer feedback for further improvement and will add more features to better serve investors' needs, aiming to increase market share in 2026.

- Regarding research quality: The Company has been and will continue focusing on deep-dive market analysis to improve the quality of investment recommendations, capturing market movements and serving both short-term and long-term investors.

- **Regarding market share targets:** The Company targets to double its market share in 2026 compared to 2025, and continue expanding in the medium term (2026–2028), aiming for the top 15, and subsequently top 10 securities companies by trading market share.

- **To achieve these targets**, the Company plans to further leverage VietinBank's ecosystem and customer base; Enhance the quality of investment recommendations via a stronger research and customer-care team; Continue investing in technology to improve customer experience; Introduce additional services such as securities account

management services for individual investors; Apply flexible fee and margin interest policies for investors.

3. **Regarding strategy after the rebranding and future business model:**

Mr. Vũ Đức Mạnh – Board Member cum Chief Executive Officer:

- The rebranding reflects a more modern, flexible, and market-aligned identity. With key changes implemented in 2025, the Company's mindset and agility are approaching that of private securities firms, while maintaining prudent risk management policies. The Company aims to provide investors with effective solutions suited to their risk appetite and fully compliant with legal regulations.
- In recent years, the proprietary trading segment has contributed a significant share of the Company's profits. From 2026 onward, the Company plans to reduce reliance on proprietary trading and strengthen revenue from client services and market-related investor services.
- The Company intends to expand its investment banking (IB) services, including M&A advisory, Advisory services for sourcing strategic investors inside and outside the VietinBank ecosystem, Advisory on securities issuance (private placements, public offerings, etc.), Advisory on bond issuance (convertible bonds, bonds with warrants, and other instruments) and strengthening underwriting services, Developing fund distribution agency services to provide more product choices for investors.

- In addition, the Company will introduce key changes to its brokerage strategy to increase the contribution of the brokerage segment to total revenue and profit. Recently, with improved advisory quality, trading activity from customers has been strong, and the Company's margin lending limits are nearly fully utilized. Despite having relatively modest equity compared to peers, the Company has optimized its limits effectively while maintaining a high capital adequacy ratio (>300%).

PROPOSAL FOR AMENDING AND SUPPLEMENTING THE CHARTER ON ORGANIZATION AND OPERATION, AND REGULATION ON OPERATION OF THE BOARD OF DIRECTORS OF THE COMPANY

2025

Submit to: The General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("Law on Enterprise"), and its amendments, supplements and guiding documents on implementation;*
- *Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("Law on Securities"), and its amendments, supplements and guiding documents on implementation;*
- *Decree No. 155/2020/ND-CP on December 31, 2020 of the Government detailing the implementation of a number of Articles of the Law on Securities ("Decree 155");*
- *Circular No. 121/2020/TT-BTC on December 31, 2020 of the Ministry of Finance on the operation of securities companies ("Circular 121")*
- *Circular No. 116/2020/TT-BTC on December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP on December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.*

The Board of Directors of Vietnam Bank for Industry and Trade Securities Joint Stock Company (**"the Company"**) respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the Amendments and supplements of the Company's Charter on organization and operation (**"Company's Charter"**), and Regulation on operation of the Board of Directors of the Company, as follows:

The current Company's Charter and the Regulation on Operation of the Board of Directors were originally developed based on the Law on Enterprises, the Law on Securities, and other relevant legal documents. Relying on these foundational instruments and the Company's internal policy framework, Vietnam Bank for Industry and Trade Securities Joint Stock Company has operated safely and effectively over the past period. Accordingly, in order to further improve these documents as a foundation for the Company's governance and operational management, ensure consistency with actual circumstances, and update certain provisions in line with new legal regulations, the Company has prepared draft amendments and supplements to several relevant contents of its Charter and Regulation on Operation of the Board of Directors.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments, supplements, and the fully consolidated version of the Company's Charter on Organization and Operation and the Regulation on Operation of the Board of Directors of the Company (*as presented in the draft consolidated versions of the Charter*

and the Regulation on Operation of the Board of Directors attached hereto); Concurrently, the Board of Directors proposes to authorize the competent person to sign and promulgate the Company's Charter on Organization and Operation and the Regulation on Operation of the Board of Directors, incorporating all amendments and supplements after approval by the General Meeting of Shareholders.

The amendments and supplements of the Company's Charter on Organization and Operation are as follows:

No.	Amended Article/ Clause/Point	Current Charter Provisions	Amended and Supplemented Charter Provisions	Reason for amendment and supplement
1	Legal basis	- Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its guiding documents; - Law No. 03/2022/QH15 was approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the public-private partnership model, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Law on Special Consumption Tax and the Law on Civil Judgment Enforcement; - Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its guiding documents; - Circular No. 121/2020/TT-BTC on December 31, 2020 of the Ministry of Finance on the operation of securities companies;	- Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("**Law on Enterprise**"), and its **amendments, supplements** and guiding documents on implementation; - Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("**Law on Securities**"), and its **amendments, supplements** and guiding documents on implementation; - Circular No. 121/2020/TT-BTC on December 31, 2020 of the Ministry of Finance on the operation of securities companies; - **Other relevant legal documents and amendments, supplements and replacements from time to time (if any);**	Amending and supplementing the overview and in accordance with the promulgation of Laws amending and supplementing the Law on Enterprises, the Law on Securities and other relevant legal documents (if any)

No.	Amended Article/ Clause/Point	Current Charter Provisions	Amended and Supplemented Charter Provisions	Reason for amendment and supplement
2	Point a, c, d Clause 3 - Article 2. **Name, legal forms, head office, operating network and term of operation of the Company**	3. Registered office of the Company: a. Head office address: Floor 1st to Floor 4th, Building N02-T2, Diplomatic Corps Area, **Xuan Tao Ward, Bac Tu Liem District**, Hanoi.	3. Registered office of the Company: a. Head office address: Floor 1st to Floor 4th, Building N02-T2, Diplomatic Corps Area, **Xuan Dinh Ward,** Hanoi.	Updating the Company's head office address according to the new administrative boundaries from July 1, 2025.
		c. Email: vanphong@**cts.vn**	c.Email: vanphong@**vbse.vn**	Updating the Company Email address to the new domain name.
		d. The Company's Official Website: **www.cts.vn**	d. The Company's Official Website: **www.vbse.vn**	Updating the Company website to the new domain name.
3	Point e Clause 3 - Article 3. The Company's Legal representative	e. The Legal representative of the Company shall be personally liable for **damages** to the Company due to violations of the **obligations** specified in Points b, c, d, Clause 3 of this Article;	e. The Legal representative of the Company shall be personally liable **according to provision of the law** for **damages** to the Company due to violations of the **responsibilities** specified in Points b, c, d, Clause 3 of this Article;	Amending and supplementing according to Clause 4, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises.
4	Point m Clause 2 - Article 20. Rights of Shareholders of the Company	m. A shareholder or group of shareholders specified in Point 1, Clause 2 of this Article has the right to request the convening of a meeting of the General Meeting of Shareholders in the following cases: (i) The Board of Directors materially violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority; (ii) Other cases as prescribed in the Company's Charter. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Point	m. A shareholder or group of shareholders specified in Point 1, Clause 2 of this Article has the right to request the convening of a meeting of the General Meeting of Shareholders in the following cases: (i) The Board of Directors materially violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority; (ii)Other cases as prescribed in the Company's	Amending and supplementing according to Clause 18, Article 1 of Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises.

No.	Amended Article/ Clause/Point	Current Charter Provisions	Amended and Supplemented Charter Provisions	Reason for amendment and supplement
		m, Clause 2 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations of the Board of Directors, the level of violation or decisions made beyond its authority.	Charter. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Point m, Clause 2 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations of the Board of Directors, the level of violation or decisions made beyond its authority. **Shareholders or groups of shareholders are fully responsible before the law for the accuracy and honesty of documents and evidence provided to competent authorities when requesting to convene a General Meeting of Shareholders.**	

No.	Amended Article/ Clause/Point	Current Charter Provisions	Amended and Supplemented Charter Provisions	Reason for amendment and supplement
5	Point m Clause 2 - Article 36. Rights and obligations of the Board of Directors	m. To appoint, re-appoint, discharge, remove, rotate, dismiss, reward, discipline, decide to sign and terminate labor contracts with **Deputy General Directors, Chief Accountants, Branch Directors, Deputy Branch Directors, Heads/Deputy Heads of departments at Head Office/Branch and other key managerial personnel** according to the provisions of this Charter and the Company's internal regulations upon the proposal of the General Director; decide on salaries and other benefits of those people;	m. To appoint, re-appoint, discharge, remove, rotate, dismiss, reward, discipline, decide to sign and terminate labor contracts with **Deputy General Directors, Chief Accountants, Branch Directors, Heads of departments at Head Office, Head of Internal Audit Department, Person in charge of corporate governance, the Company Secretary (if any)** upon the request of the General Director; decide on salaries and other benefits of those people;	Amending to appropriate the Company's operations
6	Clause 2 - Article 78. Effective date	2. This Charter is made in five **(05) originals** copies of equal value, **of which:** **a. One (01) original submitted to the State Securities Commission;** **b. Four (04) originals are kept at the Company's Head Office.**	2. This Charter is made in two (02) originals copies of equal value and must be **kept at the Company's Head Office.**	Amending and supplementing in accordance with reality and in accordance with Clause 2, Article 64 of the Model Charter applicable to Public Companies in Appendix I - issued with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance.
The detailed amendments and supplements are specified in the attached Draft of the Company's Charter on Organization and Operation.				

- Amendments and supplements to the Regulation on Operation of the Board of Directors of the Company (the "**Regulation**"):

No.	Amended Article/ Clause/Point	Current regulations	Amended and supplemented Regulation	Reason for Amendment/ Supplement
1	Clause 2.1 Article 2. Reference Documents	a. The Law on Enterprises No. 59/2020/QH14, was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, **and its guiding documents ("Law on Enterprises");** b. The Law on Securities No. 54/2019/QH14, was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 **("Law on Securities")**;	a. Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 **("Law on Enterprise") and its amendments, supplements and guiding documents on implementation;** b. Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 **("Law on Securities"), and its amendments, supplements and guiding documents on implementation;**	Amending and supplementing the overview and in accordance with the promulgation of the Laws amending and supplementing the Law on Enterprises and the Law on Securities.
2	Point m clause13.2 Article 13. Rights and Duties of the Board of Director	m. Appoint, reappoint, discharge, remove, dismiss, reward, discipline, decide to sign and terminate labor contracts with **Deputy General Directors, Chief Accountants, Branch Directors, Deputy Branch Directors, Heads/Deputy Heads of departments at Headoffice/Branches, and other key managerial personnel** according to the provisions of this Charter and the Company's internal regulations upon the proposal of the General Director; decide on salaries and other benefits of these individuals;	m. Appoint, reappoint, discharge, remove, dismiss, reward, discipline, decide to sign and terminate labor contracts with **Deputy General Directors, Chief Accountants, Branch Directors, Heads of departments at Head office, Head of Internal Audit Department, Person in charge of corporate governance, the Company Secretary (if any)** upon the request of the General Director; decide on salaries and other benefits of these individuals;	Amending to appropriate with the Company's operations and the corresponding amendments in the Company's Charter

*The detailed amendments and supplements are provided in the attached **Draft Regulation on Operation of the Company's Board of Directors**.*

Respectfully submitting to the General Meeting of Shareholders for approval.

Hanoi, October 28, 2025

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed)

Tran Phuc Vinh

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

DRAFT

CHARTER

ON THE ORGANIZATION AND OPERATION
OF VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY
(Amended in November 2025)

Hanoi, November 2025

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LEGAL BASIS

- *Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("**Law on Enterprise**"), and its amendments, supplements and guiding documents on implementation;*

- *Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("**Law on Securities**"), and its amendments, supplements and guiding documents on implementation;*

- *Circular No. 121/2020/TT-BTC dated 31st December 2020 of the Ministry of Finance on prescribing operation of securities company;*

- *Other relevant legal documents and amendments, supplements and replacements from time to time (if any);*

- *Resolution of 2025 Extraordinary General Meeting of Shareholders No. /2025/NQ-DHDCD-CKCT dated November 18, 2025 of Vietnam Bank for Industry and Trade Securities Joint Stock Company .*

Chapter I

GENERAL PROVISIONS

Article 1. Definitions

1. As used herein, the terms below are construed as follows:

a. **"The Company"** means Vietnam Bank for Industry and Trade Securities Joint Stock Company;

b. **"Head Office"** means the Head Office of the Company specified at point a, Clause 3, Article 2 of this Charter;

c. **"Branch, transaction office, and representative office"** are units affiliated with the Company;

d. **"Business area"** means the territory of Vietnam and foreign countries where the Company is permitted to conduct legal business activities;

e. **"Charter Capital"** means the total par value of shares sold and is recorded in Article 10 of this Charter;

f. **"Law on Securities"** means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26th November 2019;

g. **"Law on Enterprises"** means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17th June 2020;

h. **"Establishment Date"** means the date on which the Establishment and Operation License was first granted to the Company;

i. **"Company Managers"** includc thc Chairman of thc Board of Directors, Members of the Board of Directors, the General Director, the Deputy General Director;

j. **"Company Executives"** include the General Director, Deputy General Director, Chief Accountant, and Directors of Branches of the Company;

k. **"Member of the Board of Management"** includes the General Director and Deputy General Director;

l. **"Related person"** means any individual or organization that has a relationship with each other according to the provision of Clause 46, Article 4 of the Law on Securities;

m. **"Family-related person"** includes: wife, husband, father, mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, older biological brother, older biological sister, younger biological sibling, older brother-in-law, younger brother-in-law, older sister-in-law, younger sister-in-law, older biological brother of wife, older biological brother of husband, older biological sister of wife, older biological sister of husband, younger biological sibling of wife, younger biological sibling of husband;

n. **"Shareholder"** means an organization or individual who owns at least one (01) share of the Company;

o. **"Major shareholder"** means the shareholder owning five percent (05%) or more of the Company's voting shares;

p. **"Investors"** means individuals or organizations participating in investment in the securities market;

q. **"Issuer"** means the organization performing the offering and issuing of securities;

r. **"Securities services"** is the Company's performance of securities business operations prescribed in Article 72 of the Law on Securities and provision of securities services as prescribed in Article 86 of the Law on Securities;

s. **"Securities brokerage"** means intermediary jobs in purchasing or selling securities for clients;

t. **"Securities proprietary trading"** means the Company's purchase or sale of securities for itself;

u. **"Securities underwriting"** means a commitment to the issuer to purchase part or all of the securities of the issuer for resale or to purchase the remaining undistributed securities or to make maximum efforts to distribute the securities that need to be issued by the issuer;

v. **"Securities investment advisory"** means providing clients with analysis results, analysis reports, and recommendations related to buying, selling, and holding securities;

w. **"Depository"** means receiving securities for deposit, storing, and transferring

securities for clients, helping clients to perform rights related to deposited securities;

x. **"Covered warrants"** means collateralized securities issued by the Company, allowing the owner the right to buy (call warrant) or sell (put warrant) the underlying securities with the Company at a predetermined price, at or before a specified time, or to receive the difference between the strike price and the price of the underlying securities at the time of striking;

y. **"Term of operation"** means the term of operation of the Company as stipulated in Clause 5, Article 2 of this Charter;

z. **"Vietnam"** refers to the Socialist Republic of Vietnam;

aa. **"SSC"** means the State Securities Commission of Vietnam.

2. In this Charter, any reference to one or some statutory provisions or other documents shall include any amendments, modifications, or replacements thereof.

3. The headings (chapters, articles of this Charter) are inserted for convenience only and do not affect the meaning, contents of this Charter.

4. Words or terms defined in the Law on Enterprises and the Law on Securities shall have the same meaning in this Charter if not inconsistent with the subject or context.

Article 2. Name, legal forms, head office, operating network and term of operation of the Company

1. Company name:

a. Full name in Vietnamese: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam**

b. Full name in English: Vietnam Bank for Industry and Trade Securities Joint Stock Company

c. Vietnamese transaction name: Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam

d. Abbreviated name in Vietnamese: **Công ty Chứng khoán Công thương**

e. Abbreviated name in English: VietinBank Securities

f. Stock symbol: CTS

2. Legal form of the Company:

Vietnam Bank for Industry and Trade Securities Joint Stock Company is a joint stock company licensed to establish and operate under the provisions of the Law on Securities and the Law on Enterprises.

The Company was established and operated under License No. 107/UBCK-GP issued by the State Securities Commission for the first time on 01 July 2009 and adjustments times.

3. Registered office of the Company:

a. Head office address: 1st to 4th Floor, Building N02-T2, Diplomatic Corps Area, Xuan Dinh Ward, Hanoi.

b. Telephone number: +84.24.3974 1771 Fax: +84.24.3974 1760

c. Email: vanphong@vbse.vn

d. The Company's Official Website: www.vbse.vn

4. Operation network of the Company:

a. The Company may establish branches, transaction offices and representative offices in business area to conduct the Company's operational objectives under this Charter and in accordance with the decision of the Board of Directors to the extent permitted by laws.

b. Branches, transaction offices, and representative offices are units of the Company and the Company is fully responsible for the operations of the Company's branches, transaction offices, and representative offices;

c. The Company only conducts securities business and provides securities services at the locations of its head office, branches, and transaction offices approved by the State Securities Commission;

d. The name of the branch, transaction office, or representative office must conclude the name of the Company, followed by the branch, transaction office, representative office, and a proper name phase for distinction.

5. Term of operation:

The term of operation of the Company shall commence from the Date of Establishment and shall be indefinite, except in the case of early termination of operation as prescribed in Article 75 of this Charter.

Article 3. The Company's Legal representative

1. The Legal representative of the Company is the individual who exercises the rights and fulfills the obligations arising out of the Company's transactions on behalf of the Company, represents the Company as requester to resolve civil matters, the plaintiff, defendant, and person with relevant interests and duties before the Arbitral Tribunal, the Court and other rights and obligations as prescribed by laws.

2. The Company has one (01) legal representative. The Company's Legal representative is the **Chairman of the Board of Directors**. In case there is no Chairman of the Board of Directors, the General Director shall be the Legal representative until the Company has a Chairman of the Board of Directors.

3. Rights, obligations and responsibilities of the Legal representative:

a. Represent the Company in exercising the rights and obligations arising from the Company's transactions in accordance with the provisions of law and this Charter;

b. Exercise the assigned rights and obligations honestly, carefully, and to the best of his/her ability to ensure the legitimate interests of the Company;

c. Be loyal to the interests of the Company; do not abuse the position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. Notify the Company promptly, fully, and accurately about the enterprises in which the Legal representative or related person of the Legal representative owns or has shares, capital contributions in accordance with the provisions of the Law on Enterprises and the Law on Securities;

e. The Legal representative of the Company shall be personally liable according to provision of the law for damages to the Company due to violations of the responsibilities specified in Points b, c, d, Clause 3 of this Article;

f. Exercise other rights, obligations, and responsibilities as prescribed by law and the Company Charter.

4. The Legal representative of the Company as prescribed in this Charter must reside in Vietnam. In case the Legal representative is absent in Vietnam, he must authorize in writing another person residing in Vietnam to exercise the rights and fulfill the obligations of the Legal representative. In this case, the Legal representative is still responsible for the performance of authorized rights and obligations.

5. In case the authorization term under Clause 4 of this Article expires without any other authorization and the Legal representative of the Company has not returned to Vietnam, the authorized person shall continue exercising the rights and fulfilling the obligations of the Company's Legal representative until the Legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as Legal representative of the Company.

6. If the Legal representative is not present in Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and fulfill the obligations of the Legal representative, or such person is dead, missing, being prosecuted for criminal liability, detained, sentenced to imprisonment, serving an administrative measure at a compulsory drug rehabilitation facility, compulsory education facility, having limited or lost civil capacity, having difficulty in cognition, controlling behavior, being prohibited by the Court from holding a position, practicing a profession or doing certain work, then the Board of Directors shall designate another person as the Legal representative.

Article 4. Scope of business and operation of the Company

1. The Company's scope of business includes:

a. Securities brokerage;

b. Securities proprietary trading;

c. Securities underwriting;

d. Securities investment advisory;

2. The Company is entitled to provide the following services as prescribed by law:

a. Receive entrustment to manage securities trading accounts of individual investors; distribute or act as a securities distribution agent; manage securities trading accounts; provide securities owner list management services to other enterprises;

b. Provide online securities trading services; provide or coordinate with credit institutions to provide services for clients to borrow money to buy securities or provide securities lending services; provide or coordinate with credit institutions to provide services of advancing payment for securities sales; securities depository; securities clearing and settlement; services on the derivative securities market;

c. The Company is allowed to trade securities on its proprietary trading account and to invest, contribute capital, issue and offer financial products;

d. The Company is permitted to provide consulting services on securities offering dossiers, perform procedures before securities offering; act as a depository, payment, and transfer agent for securities; advise on restructuring, consolidation, merger, reorganization, and acquisitions of enterprises; provide management consulting, and business strategy consulting; advise on securities offering, listing, and registration for trading; advise on equitization of enterprises;

e. The Company is allowed to sign agreements to provide services to clients with analysis results, analysis reports and make recommendations related to buying, selling and holding securities.

3. In addition to the services specified in Clause 2 of this Article, the Company is only allowed to provide other financial services by the provisions of law after reporting to the SSC in writing.

4. The Company may add or withdraw one or more of the business operations specified in Clause 1 of this Article after receiving approval from the SSC.

5. The Company is only allowed to plan and conduct all business activities that have been licensed and/or approved by competent State agencies in accordance with relevant legal provisions and to take appropriate measures to achieve the Company's objectives.

Article 5. Operating objectives of the Company

The Company's operating objectives are as follows:

1. The main operating objectives of the Company are to develop the Company into a leading company in the Vietnamese securities market; increase profits, increase dividends for shareholders and contribute to the State Budget; improve the lives of workers; accumulate investment for development;

2. Maximize the Company's operational efficiency;

3. Business is consistent with operating strategy and shareholders' interests.

Article 6. Operating principles of the Company

1. Comply with the laws on securities and securities market and relevant laws;

2. Conduct business activities fairly and honestly;

3. Promulgate and apply the operating procedures for operations, internal control and risk management procedures, and codes of professional ethics appropriate to the Company's business operations and activities, in accordance with the provisions of the Law on Securities and related legal documents;

4. Ensure human resources, capital and facilities necessary to serve securities business activities, complying with legal regulations;

5. Separate offices, personnel, data systems, and reports between professional departments to ensure avoiding conflicts of interest between the Company and clients, and between clients. The Company must notify clients in advance of conflicts of interest that may arise between the Company, practitioners, and clients;

6. Price forecasts or trading recommendations relating to a particular type of securities in the media must clearly state the basis of analysis and source of information.

Article 7. Rights of the Company

1. Have full rights as prescribed by Law on Enterprises, Law on Securities and other regulations of relevant legislation;

2. Supply securities services and financial services within the scope permitted by law;

3. Proactively apply modern science and technology to improve business efficiency and competitiveness.

4. Collect fees and charges in accordance with regulations of the Ministry of Finance and other competent authorities;

5. Recruit, hire and employ workers according to business requirements. Prioritize the use of domestic workers, ensure the rights and interests of workers according to the provisions of law, and respect the right to organize trade unions according to the provisions of law.

Article 8. Obligations of the Company

1. General principles:

a. Comply with and fully perform obligations as prescribed by the Law on Securities, the Law on Enterprises, the Company's Charter, and applicable laws;

b. Set up the internal control system, risk management and surveillance, prevent the conflict of benefits within the Company and in the transactions with related person;

c. Comply with corporate governance principles as prescribed by law and the Company's Charter;

d. Comply with regulations on financial safety, conduct securities business operations according to provisions of the Ministry of Finance and other relevant legal regulations;

e. Maintain the conditions for granting a License to establish and operate a securities business

f. Update and fully maintain client's information records and documents that specifically and accurately reflect transactions of clients and the Company ;

g. Comply with legal provisions on prohibited acts in securities and securities market activities;

h. Perform the accounting, auditing, statistic policies and financial obligations as prescribed by the laws;

i. Conduct disclosure information and report promptly, fully, accurately as prescribed by the laws;

j. Develop IT and provisional database system to ensure safe and continuous operation;

k. Conduct securities transaction monitoring as prescribed by the Ministry of Finance;

l. Ensure that employees working in the professional department must have a securities practice certificate appropriate to the professional activities performed in accordance with the provisions of the law on securities and the securities market;

m. To contribute to the payment support fund as prescribed.

2. Obligations with shareholders:

a. Clarify the responsibilities among the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the Board of Management in accordance with the Law on Securities, the Law on Enterprises, and other relevant legal provisions;

b. Establish a communication system with shareholders to ensure full information provision and fair treatment among shareholders, ensure the legitimate rights and interests of shareholders;

c. The following acts must not be performed:

(i) Committing on income and profits for shareholders (except for shareholders owning fixed dividend preference shares);

(ii) Illegally holding benefits and income from shares of shareholders;

(iii) Lending in any form to major shareholders, Supervisors, members of the Board of Directors, members of the Board of Management, Chief Accountant, other management positions appointed by the Board of Directors of the Company and related person of the above subjects;

(iv) Generating income for shareholders by repurchasing shares of shareholders in forms inconsistent with the provisions of law;

(v) Infringing upon shareholders' rights such as: ownership rights, option rights, fair dealing rights, right to information provision, other legitimate rights and interests.

3. Obligations with clients:

a. Be honest with clients, do not infringe on the assets, rights and other legitimate interests of clients. Manage each client's assets separately, separate client assets from the Company's assets;

b. Do not abuse client money in any form. Transactions related to client money are only allowed to be carried out in accordance with the provisions of the law;

c. Sign a written contract with clients when providing services to clients; provide fully and honest information to clients when performing the services that the Company provides;

d. When advising clients on securities transactions, securities companies must collect information about clients and cannot guarantee the value of securities they recommend for investment;

e. Update client's information changes when requested by the clients;

f. Announce the securities transaction fees on the Company's website;

g. Prioritize execution of client orders before Company orders;

h. Establish a specialized department responsible for communicating with clients and resolving clients' inquiries and complaints.

i. Complete our obligations to clients in the best possible way;

j. Confidentiality of Client's information;

The Company is responsible for keeping confidential information related to client ownership; refusing to blockade, detain, transfer assets, extract, or copy client securities ownership information without the client's consent, except in the following cases:

(i) Provide the Auditor to conduct the audit of the Company's financial statements;

(ii) Provide information as required by competent state agencies.

4. Other obligations as prescribed by Law on Securities and other relevant legal provisions.

Article 9. Prohibitions and restrictions

1. Regulations for the Company:

a. Not to make any recommendation or guarantees to clients about the level of income or profit achieved on their investments or to guarantee that clients will not suffer losses, except for investments in fixed income securities;

b. Not to agree or offer specific interest rates or share profits or losses with clients or give opinions on the increase or decrease of securities prices without basis to entice clients to participate in transactions;

c. Not to directly or indirectly establish locations other than the transaction locations approved by the State Securities Commission to sign contracts to open trading accounts with clients, receive orders, execute securities trading orders, or pay for securities transactions with clients, except in the case of conducting online securities transactions;

d. Do not receive orders or make transactions with people other than the account holder without written authorization from the account holder;

e. Do not use the client's name or account to register or trade securities;

f. Not to appropriate securities, money or temporarily hold securities of clients in the form of depository under the Company's name;

g. Do not disclose client information unless agreed by the client or requested by a competent authority; do not disclose the contents of client transaction orders or other confidential information obtained when performing transactions for clients without having to disclose information or an inspection request or examination request as prescribed by law;

h. Do not take any actions that cause clients and investors to misunderstand securities prices;

i. Not to infringe upon the property, rights and other interests of clients;

j. The Company must conduct business and provide securities services in its own name; it must not use the name of another organization or individual or allow another organization or individual to use its name to conduct business or provide securities services;

k. The Company is not allowed to contribute capital to establish, purchase shares or capital contributions of another (01) securities company in Vietnam, except in the following cases:

(i) Purchase to implement mergers and acquisitions;

(ii) Purchase to own or together with related person (if any) own no more than five percent (05%) of the outstanding voting shares of a listed securities company registered for trading

l. The contract for opening a securities trading account must not contain the following agreements: agreements to evade the Company's legal obligations without justifiable reasons, agreements to limit the scope of the Company's compensation without justifiable reasons or to transfer risks from the Company to the client; agreements to unfairly force the client to perform

compensation obligations and agreements that unfairly disadvantage the client;

m. The Company and its employees are not allowed to make investments on behalf of clients, except in cases of entrusting the management of securities trading accounts of individual investors in accordance with the provisions of the Law on Securities and relevant laws;

n. The Company shall not perform other prohibited/not-permitted acts as prescribed by the Law on Securities and other relevant legal provisions;

o. The maximum ownership ratio of foreign investors and related persons at the Company is forty-nine percent (49%) of the Company's charter capital;

2. Regulations for securities practitioners of the Company:

a. Securities practitioners of the Company are not allowed to perform the acts specified in Clause 2, Article 98 of the Law on Securities.

b. The Company's securities practitioners must attend training courses on securities laws and securities market, trading systems, and new types of securities organized by the SSC, the Vietnam Stock Exchange and its subsidiaries, and the Vietnam Securities Depository and Clearing Corporation.

c. Securities practitioners of the Company must practice securities in accordance with the principles of securities practice in accordance with the securities practice certificate to which the securities practitioner is granted.

d. Should report to the SSC within five (05) working days from the date of signing the labor contract or terminating the labor contract with the Company.

e. Correctly and fully implement other securities practitioner content according to the Law on Securities' provisions and other relevant legal documents.

f. Comply and implement other contents related to securities practitioners correctly and properly in accordance with the provisions of law and the Company's internal regulations.

3. Provisions for members of the Board of Directors, Head of the Board of Supervisors, members of the Board of Management:

a. A member of the Board of Directors of the Company must not concurrently be a member of the Board of Directors, member of the Board of Members, or General Director (Director) of another securities company;

b. The Head of the Company's Board of Supervisors must not concurrently be a member of the Board of Supervisors (Supervisor) or manager of another securities company;

c. Members of the Company's Board of Management may not concurrently work for a securities company, fund management company or other enterprise; the Company's General Director may not be a member of the Board of Directors or a member of the Board of Members of another securities company.

d. Members of the Board of Management in charge of business operations must meet

the standards specified in Clause 5, Article 74 of the Law on Securities.

Chapter II
CHARTER CAPITAL, SHARES, SHAREHOLDERS

Section 1
CHARTER CAPITAL, SHARES

Article 10. Charter capital

The charter capital of the Company is **VND 2.126.934.380.000** *(Two trillion, one hundred twenty-six billion, nine hundred thirty-four million, three hundred eighty thousand dongs).*

Article 11. Classes of shares

1. Total charter capital is divided into **212,693,438** *(Two hundred and twelve million, six hundred ninety-three thousand, four hundred thirty-eight)* **shares**. The par value is VND 10,000/share.

2. Classes of shares: At the time of approval of this Charter, the Company only has ordinary shares with the quantity of **212,693,438** *(Two hundred twelve million six hundred ninety-three thousand four hundred thirty-eight)* **shares**. The Company may have preferred shares including voting preference shares, dividend preference shares, and redeemable preference shares according to the Resolution of the General Meeting of Shareholders. The person entitled to purchase dividend preference shares, redeemable preference shares, and other preference shares shall be decided by the General Meeting of Shareholders. The contents corresponding to each class of preference share must not be contrary to the provisions of this Charter and relevant laws.

3. The Company has the right to issue shares of all kinds to raise capital in accordance with the provisions of law;

4. Each share of the same class gives the owner of that share equal rights, obligations and benefits.

5. Ordinary shares can not be converted into preferred shares. Preferred shares can be converted into ordinary shares by the decision of the General Meeting of Shareholders. The method and conversion rate approved by the General Meeting of Shareholders shall be in accordance with the provisions of law.

6. Characteristics of classes of shares:

a. Ordinary shares: The company must have ordinary shares. The owners of ordinary shares are ordinary shareholders. Each ordinary share has one (01) vote;

b. Voting preference shares mean ordinary shares with more votes than other ordinary shares; the number of votes of a voting preference share is decided by the General Meeting of Shareholders. Only organizations authorized by the Government are entitled to hold voting preference shares. The voting rights and voting privilege period for voting preference shares held by organizations authorized by the Government are decided by the General Meeting of Shareholders. After the voting privilege period, voting preference shares are converted into ordinary shares. Shareholders owning voting preference shares are not allowed to transfer such shares to others, except in cases of transfer according to a court judgment or decision that has come into legal effect or inheritance;

c. Dividend preference shares mean shares paid dividends at a higher rate than the dividend rate of ordinary shares or at a stable annual rate. Annual dividends include fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. The specific fixed dividend rate and the method of determining bonus dividends are clearly stated in the dividend preference shares;

d. Redeemable preference shares refer to shares whose capital contribution is refunded by the Company upon request of the owner or according to the conditions stated in the redeemable preference shares and the Company Charter.

7. The Company may issue other classes of securities as prescribed in the Company Charter, regulations of the Law on Securities and the securities market and other relevant laws.

Article 12. Shareholder register

1. The Company must establish and maintain a shareholder register from the time it is granted a License for establishment and operation in accordance with the provisions of law.

2. The shareholder register must contain the main contents as prescribed by the Law on Enterprises.

3. Form of the shareholder register: electronic data file.

4. The shareholder register is kept at the Vietnam Securities Depository and Clearing Corporation.

Article 13. Share certificate

1. Shares are a type of securities certifying the lawful rights and interests of the owner to a portion of the Company's equity capital.

2. The share certificate issued by the Company must fully include the contents specified in Clause 1, Article 121 of the Law on Enterprises. In case of any errors in the content and form of the shares issued by the Company, the rights and interests of the owners shall not be affected.

The Legal representative of the Company shall be responsible for the damages caused by such errors.

3. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder may be re-issued with another share certificate at the shareholder's request according to provisions of the Law on Enterprises.

Article 14. Covered warrant and other Securities Certificates

1. Covered warrant

The issuance of covered warrants by the Company is carried out in accordance with the provisions of law.

In accordance with the provisions of law, the covered warrant holder has the following rights:

a. The right to be paid in cash or to transfer the underlying securities in accordance with the provisions of law and the Company's regulations upon issuance;

b. The right to be paid in cash when a covered warrant is delisted in accordance with the law;

c. The right to transfer, donate, bequeath, pledge, and mortgage in civil economic relations according to the provisions of law;

d. The right to priority payment when the Company is dissolved or bankrupt according to the provisions of law;

e. Other rights as prescribed by the law.

2. Bond certificates or other securities certificates of the Company will be issued with the signature of the Legal representative and the seal of the Company.

Article 15. Share transfer

1. The Company's shares may be transferred freely except otherwise restricted transfer as prescribed by the Law on Enterprises, Law on Securities and relevant law and provisions of this Charter.

2. The transfer of shares must be performed in accordance with the provisions of the Law on Securities and the securities market, provisions of the SSC, the Stock Exchange and relevant legal provisions.

3. Shares that have not yet been fully paid for may not be transferable nor entitled to any related interests, such as the right to receive dividends, issued shares to increase the equity from the owner's equity source, the right to buy newly offered shares and other benefits as prescribed by the laws.

Article 16. Share repurchase

1. The company is only entitled to repurchase shares when fully meeting the

repurchase conditions and ratio as prescribed by law.

2. Cases of share repurchase:

a. Share repurchase at the shareholder's request:

The Shareholders have the right to request the Company to repurchase their shares if such shareholder has voted against the resolution on the reorganization of the Company or the change of the rights and obligations of shareholders as stipulated in the Company's Charter. The request for the repurchase of shares must be made in writing, specify the name and address of the shareholder, the quantity of shares of each class, the offered price, and the reason for requesting the Company to repurchase. This request shall be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passes the Resolution on the above issues. The Company must repurchase shares at the request of shareholders within ninety (90) days from the date of receipt of the request; the repurchase price is determined in accordance with relevant legal provisions.

b. Shares repurchase at the discretion of the Company:

The Company has the right to repurchase ordinary shares sold, part or all of the preferred dividend shares sold. The ratio, method and procedures for repurchasing shares are implemented according to the provisions of law.

Except for the case of buying odd-lot shares at the request of clients, buying to correct transaction errors according to the regulations of the Vietnam Securities Depository and Clearing Corporation, buying back shares at the request of shareholders according to the provisions of Point a, Clause 2 of this Article and other relevant legal provisions (if any), the Company has the right to buy back no more than thirty percent (30%) of the total number of ordinary shares sold, part or all of the dividend preference shares sold according to the provisions of the Law on Enterprises, the Law on Securities and implementing documents, the Board of Directors has the right to decide to buy back no more than ten percent (10%) of the total number of shares of each class sold within twelve (12) months, in other cases, the repurchase of shares is decided by the General Meeting of Shareholders.

3. Terms of payment and settlement of repurchased shares:

Conditions for payment and handling of shares repurchased under Clause 2 of this Article shall be implemented in accordance with the provisions of the Law on Enterprises, the Law on Securities and other relevant legal provisions.

Article 17. Methods of increasing and decreasing the charter capital

1. The Company may increase or decrease its charter capital according to the Resolution/Decision of the General Meeting of Shareholders if it complies with the provisions of current law, in which the Vietnam Joint Stock Commercial Bank for Industry and Trade must always ensure that it holds at least fifty-one percent (51%) of the Company's charter capital.

2. Methods of increasing the charter capital of the Company:

In accordance with and in compliance with the provisions of law, the Company may increase its charter capital in one of the following methods:

a. Public offering or private placement of securities.

b. Convert convertible bonds into shares in accordance with the law.

c. Issue shares to pay dividends, issue shares to increase share capital from equity, and issue bonus shares to employees according to the provisions of law.

d. Carry over-retained profits and other valid sources to increase charter capital in accordance with the provisions of law.

e. Convert debt into equity according to agreement between the Company and creditors in accordance with the provisions of law.

f. Other methods according to and in accordance with relevant legal provisions.

3. Methods of decreasing the charter capital of the Company:

The Company may decrease its charter capital in accordance with the provisions of the Law on Enterprises and the Law on Securities and must ensure satisfying with the conditions when decreasing the Company's charter capital as prescribed by the Law on Securities, the Law on Enterprises, and relevant legal documents.

Article 18. Bond issuance

1. The Company has the right to issue bonds in accordance with the provisions of the Law on Enterprises, the Law on Securities and other relevant legal provisions.

2. The dossier, order, procedures and conditions for issuance of each type of bond shall be implemented in accordance with the provisions of the Law on Securities, the Law on Enterprises and other relevant legal provisions.

3. The Company decides to offer privately-placed bonds according to the following provisions:

a. The General Meeting of Shareholders decides on the type, total value of bonds, and the time of offering for convertible bonds and bonds with warrants; voting to pass the resolution of the General Meeting of Shareholders on bond offering is implemented in accordance with the provisions of Article 30 of this Charter; the order and procedures are carried out in accordance with the provisions of the Law on Enterprises, the Law on Securities and other relevant legal provisions.

b. Except for the case specified in Point a of this Clause, the Board of Directors has the right to decide on the type of bonds, the total value of bonds and the time of offering, but must report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and records on the bond offering.

Section 2
FOUNDING SHAREHOLDERS, PARENT COMPANY, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 19. Information about founding shareholders and Parent company

1. Vietnam Bank for Industry and Trade Securities Joint Stock Company has no founding shareholders because it was equitized from Vietnam Bank for Industry and Trade Securities Company Limited.

2. Vietnam Joint Stock Commercial Bank for Industry and Trade is the Parent company of Vietnam Bank for Industry and Trade Securities Joint Stock Company.

Article 20. Rights of Shareholders of the Company

1. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and classes of shares which they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.

2. Rights of ordinary shareholders:

a. Attend and express opinion at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative, or in other forms as prescribed by the Company Charter and the law. Each ordinary share has one (01) vote;

b. Receive dividends at the level decided by the General Meeting of Shareholders;

c. Review, look up and make an extract of information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information about them;

d. Review, look up and make an extract or copy the Company Charter, minutes of the meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

e. Freely transfer their shares to other persons, except in cases prescribed in the Law on Enterprises, the Company Charter and other relevant legal provisions;

f. Priority to purchase new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;

g. When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company according to the provisions of law;

h. Request the Company to repurchase shares in the cases specified in Point a, Clause 2, Article 16 of this Charter, the Law on Enterprises and other relevant legal provisions;

i. Be equally treated. Each share of the same class entitles the shareholder the same rights, obligations and interests. In case the Company has preferred shares, the rights and obligations attached to the preferred shares shall be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

j. Have full access to periodical and irregular information published by the Company in accordance with the law;

k. Protect their legitimate rights and interests; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

l. A shareholder or group of shareholders owning five percent (05%) or more of the total number of ordinary shares has the following rights:

(i) Review, look up, and make an extract of the book of minutes, resolutions, and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the company's trade secrets and business secrets;

(ii) Request to convene a meeting of the General Meeting of Shareholders in the cases specified in Point m, Clause 2 of this Article;

(iii) Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

(iv) Propose issues to be included in the agenda of a meeting of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least three (03) working days before the opening date of the meeting. Proposals must specify the names of shareholder(s), the number of shares of each class of the shareholder(s), and the issues proposed to be included in the agenda;

(v) Other rights as prescribed by the Law on Enterprises, the Law on Securities, the Company Charter and other relevant legal provisions.

m. A shareholder or group of shareholders specified in Point l, Clause 2 of this Article has the right to request the convening of a meeting of the General Meeting of Shareholders in the following cases:

(i) The Board of Directors materially violates the rights of shareholders, the

obligations of managers or makes decisions beyond its assigned authority;

(ii) Other cases as prescribed in the Company's Charter.

The request to convene a meeting of the General Meeting of Shareholders as prescribed in Point m, Clause 2 of this Article must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations of the Board of Directors, the level of violation or decisions made beyond its authority. Shareholders or groups of shareholders are fully responsible before the law for the accuracy and honesty of documents and evidence provided to competent authorities when requesting to convene a General Meeting of Shareholders.

n. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of ordinary shares have the right to nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors is carried out as follows:

(i) Ordinary shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group formation before the opening of the meeting of the General Meeting of Shareholders;

(ii) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

o. Shareholders or groups of shareholders owning at least one percent (01%) of the total number of ordinary shares have the right, on their own behalf or on behalf of the Company, to initiate a lawsuit for personal liability or joint liability against members of the Board of Directors or the General Director to request the return of benefits or payment of compensation for damages to the Company or others in cases prescribed by law; The order and procedures for initiating a lawsuit shall be implemented in accordance with the provisions of the law on civil proceedings;

Shareholders and groups of shareholders as prescribed in this point have the right to review, look up and make an extract of necessary information as prescribed by the Court and

Arbitration before or during the lawsuit process.

p. Other rights as prescribed by law and the Company Charter.

3. Rights of shareholders owning voting preference shares:

a. Voting on matters within the authority of the General Meeting of Shareholders with the number of votes as prescribed in Point b, Clause 6, Article 11 of this Charter;

b. Other rights as ordinary shareholders, except for the right to transfer voting preference shares to others as prescribed in Article 11 of this Charter.

4. Rights of shareholders owning dividend preference shares:

a. Receive dividends as prescribed in Point c, Clause 6, Article 11 of this Charter;

b. Receive a part of the remaining assets corresponding to the percentage of shares owned in the Company, after the Company has paid all debts and redeemable preferred shares when the Company is dissolved or bankrupt;

c. Other rights as ordinary shareholders except for the right to vote, attend meetings of the General Meeting of Shareholders, and nominate people to the Board of Directors and the Board of Supervisors (unless otherwise provided by the Charter and the law).

5. Rights of shareholders owning redeemable preference shares:

a. Be refunded the contributed capital by the Company as prescribed in Point d, Clause 6, Article 11 of this Charter;

b. Other rights as ordinary shareholders except for the right to vote, attend meetings of the General Meeting of Shareholders, and nominate people to the Board of Directors and the Board of Supervisors (unless otherwise provided by the Charter and the law).

Article 21. Obligations of shareholders

1. Pay in full and in due the number of shares committed to be purchased; be responsible for the debts and other property obligations of the Company within the scope of the capital contributed to the Company. The capital contributed in the form of ordinary shares shall not be withdrawn from the Company in any form, except in the case the Company or another person repurchases the shares. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the person with related interests in the Company shall be jointly responsible for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and any damages incurred.

2. Comply with the Company's Charter and internal management regulations of the Company.

3. Attend meetings of the General Meeting of Shareholders and exercise voting rights through the forms prescribed in Article 27 of this Charter.

4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the provided information to exercise and protect his/her legitimate rights and interests; be strictly prohibited from the dissemination or copying or sending of information provided by the Company to other organizations and individuals.

6. A shareholder owning ten percent (10%) or more of the Company's charter capital and a related person of that shareholder (if any) may not own more than five percent (05%) of the charter capital of another securities company; A shareholder who is a foreign investor must satisfy the conditions prescribed by the Law on Securities;

7. Shareholders owning ten percent (10%) or more of the Company's charter capital must not abuse their advantages to harm the rights and interests of the Company and other shareholders; and must fully notify the Company within twenty-four (24) hours of receiving information, in the following cases:

a. Number of shares blockaded, pledged or disposed of by court decision;

b. Organizational shareholders decide to change their name or divide, split, dissolve, or go bankrupt.

8. Be personally responsible when performing one of the following acts on behalf of the Company in any form:

a. Violation of the law;

b. Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Pay off the debts that are not due before financial risks to the Company.

9. Perform other obligations as prescribed by law, the Charter and internal regulations of the Company.

Article 22. The authorized representative of the organizational shareholder

1. The authorized representative of an organizational shareholder must be an individual who meets the standards and conditions prescribed by the Law on Enterprises and other relevant laws and is authorized in writing to exercise the rights and have the obligations in accordance with the law, the Company Charter and the Company's internal regulations on behalf of that shareholder.

2. An organizational shareholder of the Company owns at least ten percent (10%) of the total number of ordinary shares is entitled to authorize a maximum of three (03) authorized representatives; and:

a. In case of appointing multiple authorized representatives, the organizational shareholder must specifically determine the number of shares for each authorized representative;

b. In case that organizational shareholder does not specify the corresponding number of shares for each authorized representative, the quantity of shares of that organizational shareholder will be divided equally among all authorized representatives.

3. The document appointing an authorized representative must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing an authorized representative must include the following main contents:

a. Name, business registration code, head office address of shareholder;

b. Number of authorized representatives and the corresponding shareholding ratio of each authorized representative;

c. Full name, contact address, nationality, and legal document number of each authorized representative;

d. The respective term of authorization of each authorized representative; clearly stating the date of commencement of representation;

e. Full name and signature of the shareholder's legal representative and of the authorized representative.

4. Responsibilities of the authorized representative of an organizational shareholder:

a. The authorized representative shall, on behalf of the shareholder, exercise the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises. Any restrictions by the shareholder on the authorized representative in exercising the rights and obligations of the corresponding Company shareholder at the General Meeting of Shareholders shall not be effective against third parties.

b. The authorized representative is responsible for fully attending the General Meeting of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of his/her ability, and protecting the legitimate interests of the shareholders appointing the representative .

c. The authorized representative shall be responsible to the shareholder appointing the representative for any violation of the responsibilities prescribed in this Clause. The shareholder appointing the representative shall be responsible to the third party for any responsibilities arising in relation to the rights and obligations exercised through the authorized representative.

Chapter III
THE COMPANY'S ADMINISTRATION AND OPERATION

Article 23. The Company's administration and operation structure

The administration and operation structure (organization of management, administration and control structure of the Company) follows the model of a joint stock company, including:

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

I. General Meeting of Shareholders

Article 24. Authority of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.

2. Rights and obligations of the General Meeting of Shareholders:

a. To approve the Company's development orientation;

b. To decide on the classes of shares and the total number of shares of each class to be offered for sale; Decide on the annual dividend rate of each class of shares in accordance with the Law on Enterprises and the rights attached to those classes of shares.

c. To approve the number of members of the Board of Directors and the Board of Supervisors; Electing, discharging, and removing members of the Board of Directors and the Board of Supervisors;

d. To decide to invest or sell assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;

e. To decide to amend and supplement the Company Charter;

f. To approve the audited annual financial statements; In case the Company's annual financial statement audit report contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the auditing organization conducting the audit of the Company's annual financial statements to attend the Annual meeting of the General Meeting of Shareholders;

g. To decide the repurchase of shares in cases not under the authority of the Board of Directors as prescribed in Point f, Clause 2, Article 36 of this Charter (except for the case of buying odd-lot shares at the request of clients, buying to correct transaction errors as prescribed by the Vietnam Securities Depository and Clearing Corporation, repurchasing shares at the request of shareholders as prescribed in Point a, Clause 2, Article 16 of this Charter and other relevant legal provisions (if any));

h. To review and handle violations by members of the Board of Directors and

Supervisors that cause damage to the Company and its shareholders;

i. To decide to reorganize and dissolve (liquidate) the Company and appoint a liquidator;

j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

k. To approve the internal regulations on corporate governance; Regulations on the operation of the Board of Directors; Regulations on the operation of the Board of Supervisors;

l. To approve the list of independent auditing companies; decide on the independent auditing company to conduct an audit of the Company's operations; dismiss the approved independent auditor when deemed necessary;

m. To decide to divide, separate, merge, consolidate or convert the Company;

n. To approve contracts and transactions as prescribed in Clause 3, Article 59 of this Charter;

o. To decide the number of votes of a voting preference share (if any);

p. To decide on the type, total value of bonds and offering time for convertible bonds and bonds with warrants of the Company;

q. Other rights and obligations as prescribed by law and the Company Charter.

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

4. The Board of Directors must report to the General Meeting of Shareholders at the closest annual meeting the contents approved in previous resolutions of the General Meeting of Shareholders that have not been implemented. In case of any changes in the contents within the authority of the General Meeting of Shareholders , the Board of Directors must submit them to the General Meeting of Shareholders at the closest meeting for approval before implementation.

Article 25. The meeting of the General Meeting of Shareholders

1. Quantity, time of meetings

a. The General Meeting of Shareholders shall convene annual meetings once a year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The location of the meeting of the General Meeting of Shareholders shall be determined as the venue where the chairperson attends the meeting and must be within the territory of Vietnam. Members of the Board of Directors and Supervisors must attend the Annual meeting of the General Meeting of Shareholders to answer questions from shareholders at the meeting (if any); in case of force majeure, members of the Board of Directors and

Supervisors must report in writing to the Board of Directors and the Board of Supervisors. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or refusals, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual meeting of the General Meeting of Shareholders and the representative of the approved auditing organization mentioned above shall be responsible for attending the Annual meeting of the General Meeting of Shareholders of the Company.

b. The Company must hold the Annual meeting of the General Meeting of Shareholders within four (04) months from the end of the fiscal year. In case it cannot hold the meeting within the above-mentioned time limit, the Company must report to the SSC in writing, stating the reasons, and must hold the Annual meeting of the General Meeting of Shareholders within the next two (02) months.

c. The Company may apply modern information technology for shareholders to attend and express their opinions at the meeting of the General Meeting of Shareholders through online meetings, electronic voting or other electronic forms as prescribed by the Law on Enterprises.

2. Authority to convene the meeting of General Meeting of Shareholders:

The Board of Directors is responsible for convening the annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

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

b. The quantity of remaining members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;

c. At the request of a shareholder or group of shareholders as prescribed in Point l, Clause 2, Article 20 of this Charter. The request to convene a meeting of the General Meeting of Shareholders must be made in writing, containing the contents prescribed in Point m, Clause 2, Article 20 of this Charter and must have full signatures of the relevant shareholders or the request must be made in multiple copies and must have full signatures of the relevant shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and the Company Charter.

3. Convening an extraordinary meeting of the General Meeting of Shareholders :

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date of occurrence of the case specified in Point b, Clause 2 of this Article or receipt of a request to convene a meeting specified in Point c and Point d, Clause 2 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and

members of the Board of Directors must compensate the Company for any damages arising.

b. In case the Board of Directors fails to convene the meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article, within the next thirty (30) days, the Boards of Supervisors shall replace the Board of Directors in convening the meeting of the General Meeting of Shareholders as prescribed in this Charter. In case the Board of Supervisors fails to convene the meeting of the General Meeting of Shareholders as prescribed, the Boards of Supervisory shall compensate the Company for any damages arising.

c. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 3 of this Article, the shareholder or group of shareholders specified in Point 1, Clause 2, Article 20 of this Charter shall have the right to represent the Company to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises and this Charter. In this case, the shareholder or group of shareholders convening the meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.

d. All costs of convening and conducting the meeting of the General Meeting of Shareholders according to points a, b and c, Clause 3 of this Article shall be reimbursed by the Company. These costs exclude expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

4. The person convening the meeting of the General Meeting of Shareholders must perform the following tasks:

a. Prepare the list of shareholders eligible to attend the meeting of the General Meeting of Shareholders. The list of shareholders eligible to attend the meeting is prepared not sooner than ten (10) working days before the day on which the invitation to the meeting of the General Meeting of Shareholders is sent.

The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, business code or legal document number of the organization, head office address for organizational shareholders; quantity of shares of each class, number and date of shareholder registration of each shareholder;

b. Provide information and resolve complaints related to the shareholder list;

c. Prepare meeting agenda and content, prepare documents related to meeting content in accordance with Company regulations and current laws;

d. Draft the resolutions of the General Meeting of Shareholders in accordance with the expected meeting contents; list and detailed information of candidates in case of election of members of the Board of Directors or Supervisors;

e. Determine the time and venue of the meeting;

f. Send meeting invitations to each eligible shareholder according to the following provisions:

The notice of invitation to the meeting of the General Meeting of Shareholders shall be sent to all shareholders on the list of shareholders eligible to attend the meeting by a method that ensures it reaches the shareholders' contact addresses and is posted on the Company's website, and shall be announced in accordance with the provisions of law. The person convening the meeting of the General Meeting of Shareholders must send the notice of invitation to the meeting to all shareholders on the list of shareholders eligible to attend the meeting at least twenty-one (21) days before the opening date of the meeting of the General Meeting of Shareholders (calculated from the date the notice is validly sent or transmitted). The notice of invitation to the meeting must include the name, head office address, enterprise code/license number for establishment and operation; the name and contact address of the shareholder as recorded by the Vietnam Securities Depository and Clearing Corporation, time, venue of the meeting and other requirements for meeting attendees. The agenda of the meeting of the General Meeting of Shareholders, documents used in the meeting, draft Resolutions for each issue in the agenda, and Voting Slips shall be sent to shareholders together with the notice of invitation to the meeting, or may be replaced by posting on the Company's website. In the event the documents are not sent together with the notice of invitation to the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must specify the link to all meeting documents for shareholders to access, including:

(i) Meeting agenda and issued-related documents used in the meeting;

(ii) List and detailed information of candidates in case of election of members of the Board of Directors or Supervisors (if any);

(iii) Voting Slips;

(iv) Drafted resolutions for each issue on the meeting agenda.

g. Perform other tasks to serve the meeting of the General Meeting of Shareholders.

Article 26. Agenda and content of the meeting of the General Meeting of Shareholders

1. The annual meeting of the General Meeting of Shareholders discusses and approves the following issues:

a. The Company's annual business plan;

b. Audited annual financial statements;

c. Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d. Report of the Board of Supervisors on: (i) the Company's income statement; (ii)

performance results of the Board of Directors and General Director; (iii) self-assessment of performance results of the Board of Supervisors and Supervisors;

e. Dividend level for each share of each class;

f. Other issues under the authority prescribed by the Law on Enterprises, current legal documents and the Company Charter.

2. The person convening the meeting of the General Meeting of Shareholders must prepare the agenda and content of the meeting.

3. Shareholders or groups of shareholders specified in Point l, Clause 2, Article 20 of this Charter have the right to propose issues to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (03) working days before the opening date of the meeting of the General Meeting of Shareholders. The proposal must specify the full name of the shareholder, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, business code or establishment decision number, head office address for organizational shareholders; number of shares for each class of shares owned by the shareholder or equivalent information, and the proposed issues to be included in the agenda.

4. In case the person convening the meeting of the General Meeting of Shareholders refuses the proposal specified in Clause 3 of this Article, he/she must respond in writing and state the reasons no later than two (02) working days before the opening date of the meeting of the General Meeting of Shareholders. The person convening the meeting of the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

a. The proposal was sent not in accordance with the provisions of Clause 3 of this Article;

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

c. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (05%) or more of the total number of ordinary shares as prescribed in Point l, Clause 2, Article 20 of this Charter; or

d. Other cases as prescribed by the Company Charter and substantive law.

5. The convener of the meeting of the General Meeting of Shareholders must accept and include the proposal specified in Clause 3 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 4 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 27. Exercising the right to attend the meeting of the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize in writing one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3 of this Article. The Company has the right to refuse the authorized party to attend the meeting of the General Meeting of Shareholders in case the authorization document is not implemented in accordance with the provisions of law and this Charter, or the content and scope of authorization are unclear or not specific.

2. The authorization for an individual or organization to attend the meeting of the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing ("Letter of authorization"). The letter is made in accordance with the provisions of civil law and must contain the following main contents: name, contact address, legal document number of the authorizing shareholder and the authorized party; number of authorized voting shares; content and scope of authorization; authorization period; signature and title of the legal representative (in case the shareholder is an organization authorizing and/or the authorized party is an organization) of the authorizing party and the authorized party.

The authorized party attending the meeting of the General Meeting of Shareholders must submit the initial Letter of authorization (in case of re-authorization, the meeting attendee must also present the initial letter of the shareholder, the authorized representative of the organizational shareholder (if not previously registered with the Company along with the re-authorization document) along with a certified copy of his/her legal documents and other relevant documents (if any as required by the Company) when registering to attend the meeting. The Letter of authorization of a foreign individual or organizational shareholder must be legalized and/or translated and notarized in accordance with the provisions of Vietnamese law.

3. Shareholders are considered to attend and vote at the meeting of the General Meeting of Shareholders in the following cases:

a. Attend and vote directly at the meeting;

b. Authorize other individuals or organizations to attend and vote at the meeting;

c. Attend and vote via online conference, electronic voting, or other electronic form;

d. Send the voting slips to the meeting via mail, fax, or email.

4. The voting slips of the authorized person within the scope of authorization remain valid when one of the following cases occurs:

a. The authorizing person has died, has limited civil act capacity or has lost civil act capacity;

b. The authorizing person has revoked the appointment of the authorization;

c. The authorizing person has revoked the authority of the authorized person.

This Article shall not apply in the event that the Company receives notice of one of the above events before the opening of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

Article 28. Conditions for conducting a meeting of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of votes.

2. In case the first meeting does not meet the conditions to be held as prescribed in Clause 1 of this Article within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The notice of invitation to the second meeting shall be sent within thirty (30) days from the scheduled date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents thirty-three percent (33%) or more of the total number of votes.

3. In case the second meeting does not meet the conditions to be held according to the provisions of Clause 2 of this Article within thirty (30) minutes from the time of the scheduled opening of the meeting, the convener shall cancel the meeting. The notice of invitation to the third meeting must be sent within twenty (20) days from the date of the scheduled second meeting. The third meeting of the General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Point f, Clause 4, Article 25 of this Charter.

Article 29. Procedures for conducting meetings and voting at the meeting of the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the procedure of registering shareholders to attend the meeting of the General Meeting of Shareholders and must carry out the registration until all shareholders entitled to attend the meeting are present and registered. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a Voting Card and/or Voting Slip with registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder.

2. The election of the Chairman, Secretary and Vote Counting Committee of the meeting of the General Meeting of Shareholders is regulated as follows:

a. The Chairman of the Board of Directors acts as the chairman of the meeting or authorizes the member of the Board as the chairman of the meeting of the General Meeting of

Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily loses their working capacity, the remaining members of the Board shall elect one of them as the chairman of the meeting in accordance with the majority principles. Where the chairman of the meeting cannot be elected, the Head of the Board of Supervisors shall control the General Meeting of Shareholders so that the chairman of the meeting may be elected from the participants and the person having the highest number of votes shall be the chairman of the meeting;

b. Except for the case specified in Point a of this Clause, the person who signs the convening of the meeting of the General Meeting of Shareholders shall arrange the General Meeting of Shareholders to elect the Chairman of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;

c. The Chairman appoints one (01) or several people to act as meeting Secretary;

d. The General Meeting of Shareholders elects one (01) or several people to the Vote Counting Committee at the request of the Chairman of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.

4. The chairman is entitled to take necessary and proper measures to control the meeting in a valid, orderly manner, in accordance with the approved agenda and reflecting the expectations of the majority meeting attendees, including but not limited to the following contents:

a. Arrange the seat at the venue of the meeting of the General Meeting of Shareholders;

b. Secure everyone presenting at meeting locations;

c. Facilitate shareholders to attend (or continue to attend) the meeting.

The person convening the meeting of the General Meeting of Shareholders may, at his sole discretion, change the aforesaid measures and take all necessary measures. The applicable measures may include the issuance of access cards or the use of other optional forms.

d. The rights specified in Clause 7 of this Article.

5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be carried out by collecting agreed votes, disagreed votes, and no opinion votes. The vote-checking results are announced by the Chairman right before closing the meeting.

6. Shareholders or authorized persons attending the meeting arriving after opening are still registered and have the right to vote immediately upon registration. The chairman is not obliged to suspense the meeting for late attendees to register. In this case, the effectiveness of

any previously voted issues remain unchanged.

7. The person convening the meeting or Chairman of the meeting of the General Meeting of Shareholders has the following rights:

a. Require all meeting attendees to submit to checking or other reasonable, lawful security measures;

b. Request the competent authorities to maintain the meeting order; expel any person from the meeting of the General Meeting of Shareholders who refuse to act against the chair's direction, cause disruption, obstruct the normal progress of the meeting or refuse to comply with rule on checking or the security measures.

8. The Chairman may adjourn the meeting of the General Meeting of Shareholders which the adequate number of participants are available to another time not exceeding three (03) working days since the intended opening date of the meeting and only adjourn the meeting or change the meeting venue in the following circumstances:

a. The location for the meeting does not have sufficient suitable seating for all of the attendees;

b. Communication devices at the current location are not sufficient for attending shareholders to discuss and vote;

c. There is a participant that obstructs or disrupts the order and threatens the fair and legal procedures of the meeting.

9. In case the chairman adjourns or suspends the meeting of the General Meeting of Shareholders against Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion ; all resolutions approved at that meeting shall be effective.

10. In the event that modern technology is applied to organize the online meeting of the General Meeting of Shareholders, the Company is obligated to ensure that the shareholders may participate and vote with electronic voting forms or other electronic forms as specified in this Charter and other relevant legal provisions.

Article 30. Approval of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall approve resolutions within its competence by voting at the meeting or by obtaining written opinions. The Chairman of the meeting of the General Meeting of Shareholders shall have the right to decide to apply the voting method by using Voting Cards and/or Voting Slips or other forms as prescribed in this Charter and other relevant legal provisions.

2. The Company may widely use information technology in voting, including absentee voting through a secured electronic system, voting via the Internet or by telephone to facilitate

shareholders' participation in the meeting of the General Meeting of Shareholders

3. Resolutions of the General Meeting of Shareholders on the following matters must be approved by voting at the meeting of the General Meeting of Shareholders:

a. Company development orientation;

b. To elect, discharge, remove members of the Board of Directors or Supervisors;

c. Decision on investing or selling assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;

d. To ratify the audited annual financial statements;

e. To change the industry, profession and business sectors;

f. To change the Company's management structure according to Article 137 of the Law on Enterprises;

g. Reorganization, dissolution the Company.

4. Resolutions on the following contents are passed when the consent is obtained from the shareholders representing for sixty-five percent (65%) or more of the total number of voting slips of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 6 and 7 of this Article and Clause 1, Article 32 herein:

a. Amend and supplement the contents of the Company Charter;

b. Classes of shares and the total number of shares of each class;

c. Change the industry, profession and business sectors;

d. Change the Company's management structure according to Article 137 of the Law on Enterprises;

e. Investment project or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;

f. Reorganize, dissolve the Company.

5. Resolutions are passed when approved by shareholders owning more than fifty percent (50%) of the total number of voting slips of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 4, 6, 7 of this Article and Clause 1, Article 32 of this Charter.

6. Voting to elect members of the Board of Directors and Supervisors shall be implemented by the method of cumulative voting. Accordingly, each shareholder has total voting slips corresponding to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors and Shareholders may accumulate all or a part of their votes to one or some candidates. The person who is elected to be a member of the Board of Directors or a Supervisor is determined in accordance with the

top-to-bottom vote quantity, starting with the candidate having the highest number of votes till sufficient members are available as prescribed by the Company Charter. In the event that there are more than 02 candidates having the same votes for the final member of the Board, re-voting shall be held among the candidates having the same vote quantity or such final member shall be selected according to the criteria specified in the election regulations.

7. In case the resolution is passed in the form of written opinion, the resolution of the General Meeting of Shareholders shall be passed when consent is obtained from the shareholders owning more than fifty percent (50%) of the total number of voting slips of all shareholders with voting rights. In case of obtaining written opinion related to the content specified in Point b, Clause 4 of this Article, the resolution shall be passed when consent is obtained from the shareholders owning more than sixty-five percent (65%) of the total number of voting slips of all shareholders with voting rights.

8. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting of the General Meeting of Shareholders within fifteen (15) days from the date of adoption. The sending of the resolution can be replaced by posting it on the Company's website within twenty-four (24) hours from the end of the meeting.

Article 31. The authority and procedures for obtaining shareholders' written opinions to passed resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to ratify resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 3, Article 30 of this Charter.

2. The Board of Directors must prepare written opinion forms, the draft resolution of the General Meeting of Shareholders and other documents explaining the draft resolution and deliver it to the voting shareholders not later than ten (10) days before the expiry date of the period of time to return written opinion form. The preparation of the list of shareholders to be sent the opinion forms shall be carried out in accordance with the provisions in Point a, Clause 4, Article 25 of this Charter. Requirements and formalities to deliver the written opinion form and attachments are complied with Point f, Clause 4 of Article 25 herein.

3. The written opinion form must contain the following principal particular:

a. Name, Head office address, License number and date of issuance, place of issuance of the License for establishment and operation, business registration number (if any);

b. Purposes of collection of written opinions;

c. Full name, address, nationality, the number of lawful personal identification in respect of a shareholder that is an individual; name, number of business registration or legal

document number, head office address of an organizational shareholder or full name, address, nationality, number of lawful personal identification of authorized representative in respect of a shareholder that is an organization; number of shares of each class and number of voting slips of the shareholder;

d. The issues that need voting;

e. Voting options including affirmative votes, negative votes, and abstentions on each issue;

f. Deadline for submitting the completed written opinion form to the Company;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed written opinion forms to the Company by mail delivery, fax or email in accordance with the provisions as follows:

a. By post: The completed written opinion form must bear the signature of the shareholder if the shareholder is an individual, or the signature of the authorized representative or legal representative if the shareholder is an organization. Every written opinion form sent to the Company must be put into sealed envelopes. Envelopes must not be opened before counting;

b. By fax or email. Written opinion forms sent by fax or email must be kept confidential until the vote counting time;

c. Written opinion forms sent to the Company after the deadline written therein, written opinion forms sent by post in envelopes that are opened, and written opinion forms sent by fax or email that are revealed are all invalid. If a written opinion form is not submitted, it will be excluded from voting.

5. The Board of Directors shall count the votes and record a vote counting minutes under the witness and supervision of the Board of Supervisors or the shareholders that do not hold managerial positions in the Company. The vote counting minutes must contain the following information:

a. Name, Head office address, License number and date of issuance, place of issuance of the License for establishment and operation, business registration number (if any);

b. Purposes and issues that need voting;

c. The number of shareholders with total number of voting slips that attended in voting, in which, distinguishing between the numbers of valid and invalid votes and method of sending votes, enclosed with the list of voting shareholders;

d. Total number of affirmative votes, negative votes, and abstentions on each issue;

e. The issues that have been passed and the corresponding voting rate;

f. Full name and signature of the Chairman of the Board of Directors , vote counting supervisors, and vote counters.

Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the truthfulness, and accuracy of the vote counting minutes; jointly responsible for damage caused by the decisions passed because of untruthful, incorrect counts of votes;

6. The vote counting minutes and the resolution shall be sent to all shareholders within fifteen (15) days from the completion date of vote counting. The delivery of the minutes of vote counting minutes and the resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours since the vote counting has ended.

7. Completed written opinion forms, the vote counting minutes, passed resolutions, and relevant documents enclosed with written opinion forms shall be kept at the Company's head office.

8. Resolutions passed by the method of obtaining written opinions from shareholders have the same value as resolutions passed at the meeting of the General Meeting of Shareholders.

Article 32. Change of rights

1. The change or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing sixty-five percent (65%) or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares class can only be approved if approved by the number of preferred shareholders of the same class attending the meeting owning seventy-five percent (75%) or more of the total number of preferred shares of that class or approved by the preferred shareholders of the same class owning seventy-five percent (75%) or more of the total number of preferred shares of that class in the case of a resolution being approved by the method of written opinion.

2. Organizing a meeting of shareholders holding preferred shares class to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that class. In case there is not enough quorum as stated above, the meeting shall be re-organized within the next thirty (30) days and the holders of shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of required delegates. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that class present in person or through representatives may request a secret card. Each share of the same class shall have equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings are similar to the provisions in Articles 28, 29 and 30 of this Charter.

4. Unless otherwise provided in the terms of the issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

Article 33. Validity of resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders take effect from the date of approval or from the effective date stated in such resolutions.

2. Any resolution of the General Meeting of Shareholders which is passed by one hundred percent (100%) of the total voting shares is lawful and effective even when the sequence and procedures for convening the meeting and passing such resolution breach the provisions of the Law on Enterprises and the Company Charter.

3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Article 35 of this Charter, such resolution shall remain in effect until the Court or Arbitration's decision to annul such resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

Article 34. Minutes of the General Meeting of Shareholders

1. Minutes of the meeting of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must include the following main contents:

a. Name, head office address, establishment and operation license number or business registration code (if any);

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

c. Meeting agenda and content;

d. Full name of Chairman and Secretary;

e. Summarize the meeting proceedings and opinions expressed at the meeting of the General Meeting of Shareholders on each issue in the meeting agenda;

f. Number of shareholders and the total number of votes of shareholders attending the meeting, the appendix of the list of shareholders registered, shareholder representatives attending the meeting with the corresponding number of shares and votes;

g. Total number of votes for each voting issue, specify the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to

the total number of votes of shareholders attending the meeting;

h. Issues passed and corresponding voting rate passed;

i. Full name and signature of the Chairman and Secretary. In case the Chairman and Secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this Clause. The meeting minutes shall specify the refusal of the Chairman and Secretary to sign the meeting minutes.

2. Minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairman and Secretary of the meeting or other person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes stated in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

4. Minutes of the meeting of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the end of the meeting. The sending of minutes of the meeting of the General Meeting of Shareholders may be replaced by posting on the Company's website within twenty-four (24) hours from the end of the meeting.

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

Article 35. Request for annulment of resolution of General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders in writing, the shareholder or group of shareholders specified in Point l, Clause 2, Article 20 of this Charter may request a court or arbitral tribunal to consider annulling the Resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. Sequences and procedures on meeting convention a meeting and decision-making of the General Meeting of Shareholders seriously violate the regulations of the Law on Enterprises and the Company's Charter, except for cases specified in Clause 2 of Article 33 herein.

2. Contents of the resolution violate the laws or this Charter.

II. Board of Directors

Article 36. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management authority, having full authority to act on behalf of the Company to decide and fulfill the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders

2. The rights and obligations of the Board of Directors shall be governed by the law, Charter, internal rules of the Company, and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a. To decide on the Company's strategy, medium-term development plan and annual business plan;

b. To propose the classes of shares and the total number of shares for each class which may be offered;

c. To decide to sell unsold shares within the number of offered shares of each class; to decide to raise additional capital in other forms;

d. To decide on the type of bonds, total value of bonds and time of the private bond offering of the Company, except for the case specified in Point p, Clause 2, Article 24 herein;

e. To decide the offered price of shares and bonds of the Company;

f. To decide to redeem no more than ten percent (10%) of the total number of shares of each class sold within twelve (12) months as prescribed in Article 133 of the Law on Enterprises (except for the case of buying odd-lot shares at the request of customers, buying to correct transaction errors as prescribed by the Vietnam Securities Depository and Clearing Corporation, repurchasing shares at the request of shareholders as prescribed in Point a, Clause 2, Article 16 of this Charter and other relevant legal provisions (if any));

g. To decide on investment plans and investment projects within the authority and limitation as prescribed by the law and the Company Charter;

h. To decide the market development, marketing and technology solutions;

i. To approve the sales contract, loan contract and other contracts and transactions having a value at thirty-five percent (35%) or more of total asset value recorded in the latest financial statements of the Company; except for the contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed at point d, clause 2, Article 24 and clauses 2 & 3, Article 59 of this Charter. Approve contracts and transactions as prescribed in Clause 4, Article 59 herein;

j. To elect, dismiss, discharge the Chairman of the Board of Directors;

k. To appoint, re-appoint, dismiss, discharge, reward, discipline, decide to sign and terminate labor contract with General Director; decide salary and other benefits of General Director;

l. To appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other enterprises, decide on the remuneration and other benefits of those people;

m. To appoint, re-appoint, discharge, remove, rotate, dismiss, reward, discipline, decide to sign and terminate labor contracts with Deputy General Directors, Chief Accountants, Branch Directors, Heads of departments at Head Office/Branch, Head of Internal Audit Department, Person in charge of corporate governance, the Company Secretary (if any) upon the proposal of the General Director; decide on salaries and other benefits of those people;

n. To decide on remuneration, bonuses and other benefits of each member of the Board of Directors and Supervisors within the total remuneration, bonuses and other benefits and budget approved by the General Meeting of Shareholders;

o. To decide on the quantity of employees based on the Company's annual business plan;

p. To supervise and direct the General Director and other managers in the daily business operations of the Company; require the Company's Executives to report, explain, and submit to the Board of Directors the contents of the assigned fields of responsibility and tasks (if necessary);

q. To decide the organizational structure (number, name, functions, main tasks of: (i) Branches, Transaction Offices, Representative Offices; (ii) Functional Departments/Boards at the Head Office). Decide on the internal management regulations of the Company (except for regulations under the authority of the General Meeting of Shareholders). Decide on the establishment, termination of operations, temporary suspension of operations or reorganization of: Subsidiaries, Branches, Transaction Offices, Representative Offices of the Company and decide on capital contribution, purchase of shares of other enterprises in accordance with the provisions of law, the Charter and internal regulations of the Company;

r. To approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to ratify resolutions;

s. To submit audited annual financial statements to the General Meeting of Shareholders;

t. To propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

u. To propose the reorganization and dissolution of the Company; request the bankruptcy of the Company;

v. To develop the Regulations on the Operation of the Board of Directors, the Internal Regulations on Corporate Governance according to the law; decide to promulgate these Regulations after they are adopted by the General Meeting of Shareholders and published on the Company's website;

w. To decide to promulgate the Company's Financial Regulations, Information Disclosure Regulations and other regulations and rules in accordance with the authority and provisions of law and the Company's Charter;

x. To supervise and prevent the conflict of benefits of the members of Board of Directors, Supervisors, General Director and other managers, including misuse of the Company's assets and abuse of transactions with related parties;

y. To organize training and coaching on corporate governance and necessary skills for the member of Board of Directors, General Director and other managers of the Company;

z. To appoint a corporate governance officer;

aa. To treat all shareholders equally and respect the legitimate interests of the persons with interests related to the Company;

bb. To ensure that the Company's operations comply with the provisions of law, the Company's Charter and internal regulations;

cc. Be responsible to shareholders for the Company's operations;

dd. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities and relevant legal provisions, this Charter and the Company's internal regulations.

3. The Board of Directors ratifies resolutions and decisions by voting at meetings, or obtaining written opinions or using electronic telecommunications and information technology devices. Each member of the Board of Directors has one (01) vote.

4. In case a resolution or decision approved by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly and severally bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the passing of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation of or annul the above resolution or decision.

5. The Board of Directors must report to the General Meeting of Shareholders on the Board of Directors' performance in accordance with the provisions of the Law on Enterprises, the Law on Securities and other relevant legal provisions.

6. The Board of Directors may assign/divide tasks to subordinates and Company's managers to perform the duties and powers of the Board of Directors on the basis of ensuring

compliance with the Company's internal regulations and compliance with the provisions of the Law.

7. In the performance of their tasks, members of the Board of Directors have the following rights, obligations and responsibilities:

a. Rights of members of the Board of Directors:

(i) Right to information:

(i.1) Members of the Board of Directors have the right to request members of the Board of Management and other managers to provide information and documents on the financial situation and business activities of the Company and of the units within the Company;

(i.2) The manager is required to promptly, fully and accurately provide information and documents as requested by the Board of Directors members;

(i.3) Procedures for requesting and providing information according to the Company's regulations.

(ii) Right to receive remuneration, bonuses and other benefits:

The members of the Board of Directors are entitled to remuneration, bonuses and other benefits based on the Company's business results and performance.

(ii.1) The remuneration for work is calculated based on the number of working days required to complete the tasks of the members of the Board of Directors and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration, bonuses and other benefits of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting;

(ii.2) The remuneration of each member of the Board of Directors is calculated into the Company's business expenses according to the provisions of the law on corporate income tax, presented as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting;

(ii.3) The Board of Directors' member holding the manager title or the Board of Directors' member working at subcommittees of the Board of Directors or performing other tasks out of the normal scope of work of a member of the Board of Directors may be additionally paid with remuneration in the form of lump-sum one-time wage, salary, commission, profit based on percentage or other forms as decided by the Board of Directors in accordance with the provisions of law and the internal regulations of the Company.

(ii.4) The Board of Directors' members are entitled to be reimbursed for all payment of travel, accommodation, meals, and other reasonable expenses they have incurred in performing their responsibilities, rights, and obligations as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

(ii.5) The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

b. Responsibilities and obligations of the members of the Board of Directors :

(i) Perform the responsibilities of the Company's manager in accordance with the provisions of law and this Charter;

(ii) Exercise assigned rights and obligations honestly and carefully to ensure maximum legitimate interests of the Company and for the highest interests of shareholders and the Company;

(iii) Be loyal to the interests of the Company and shareholders; do not use the Company's information, secrets, or business opportunities, do not use information obtained through his/her position and do not abuse position, title and assets of the Company for personal gain or to serve the interests of other organizations or individuals;

(iv) Attend all Board of Directors' meetings and have clear opinions on issues discussed at the meeting;

(v) Promptly, fully and accurately notify the Company about enterprises in which members of the Board of Directors and their related persons are the owner or own capital contributions or shares in accordance with the provisions of the Law on Enterprises and the Law on Securities. Publicly disclose related interests and update the list of related persons in accordance with the provisions of the Law on Enterprises and other relevant legal provisions;

(vi) Report promptly and fully to the Board of Directors on the remuneration they receive from subsidiaries, affiliates and other organizations;

(vii) Report on and disclose information when conducting transactions of the Company's shares in accordance with the provisions of law ;

(viii) Report to the Board of Directors at the most recent meeting on the following transactions:

(viii.1) Transactions between the Company, subsidiaries, and companies in which the Company holds more than fifty percent (50%) of charter capital with members of the Board of Directors and related person of those members; transactions between the Company and a company in which a member of the Board of Directors is a founder or a manager within the last three (03) years prior to the transaction;

(viii.2) Transactions between the Company and enterprises in which a related person of a member of the Board of Directors is a member of the Board of Directors, General Director (Director) or major shareholder;

(ix) Other responsibilities and obligations as prescribed by law and the Company

Charter.

8. The Board of Directors must establish departments or assign people to perform risk management tasks, and must build a risk management system in accordance with the provisions of law applicable to securities companies and other relevant legal provisions (if any).

Article 37. Number, composition and term of office of members of the Board of Directors

1. Number and composition of Board of Directors members:

a. The Company's Board of Directors has five (05) members.

b. The composition of the Company's Board of Directors must ensure a balance between executive and non-executive members of the Board of Directors and the number of independent members of the Board of Directors to ensure the independence of the Board of Directors.

The number of non-executive members and/or independent members of the Company's Board of Directors must comply with the provisions of law at each time.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and a member of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than two (02) consecutive terms. In the event that all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

3. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is discharged, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises and this Charter.

Article 38. Self-nomination, nomination of members of the Board of Directors and, conditions and criteria for becoming a member of the Board of Directors

1. Nominate, candidate for the member of the Board of Directors:

a. The Board of Directors is elected by the General Meeting of Shareholders on the principle of cumulative voting as prescribed in Clause 6, Article 30 herein.

b. The self-nomination and nomination of candidates for the Board of Directors shall be carried out according to the following mechanism:

(i) In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for shareholders to learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must

commit to performing their duties honestly, carefully and for the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

(i.1) Full name, date of birth;

(i.2) Professional qualifications;

(i.3) Work history;

(i.4) Other management positions (including positions of the Board of Directors of other companies);

(i.5) Interests related to the Company and its related parties;

(i.6) Other information (if any).

The Company must be responsible for disclosing information about the companies in which the candidate is holding the title of Board of Directors' member, other management positions and the interests related to the Company of the candidate for the Board of Directors (if any).

(ii) Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the provisions of Point n, Clause 2, Article 20 of this Charter.

(iii) In case the number of candidates for the Board of Directors through nomination and self-nomination is still not enough as required in the Charter and item (ii) point b of this Clause, the incumbent Board of Directors shall introduce additional candidates or organize nominations according to the provisions of the Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

c. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

d. Candidates for the Board of Directors must satisfy the standards and conditions specified in Clause 2 of this Article.

2. Standards and conditions for the members of the Board of Directors:

a. Not fall into the category of persons prescribed in the provisions of Clause 2, Article 17 of the Law on Enterprises.

b. Have professional qualifications and experience in business administration or in the Company's business field, industry or profession and do not necessarily have to be a shareholder

of the Company.

c. The Board of Directors' member may only concurrently be a member of the Board of Directors at a maximum of five (05) other companies and may not be a member of the Board of Directors, member of the Board of Members, or General Director (Director) of another securities company.

d. A member of the Board of Directors must not be a family member of the General Director and other managers of the Company; of the manager or person with the authority to appoint the manager of the parent company.

e. Other standards and conditions as prescribed by the Law on Securities, the Law on Enterprises and relevant laws.

Article 39. Independent members of the Board of Directors

1. An independent member of the Board of Directors is a member meeting the standards and conditions as prescribed in the Law on Securities and relevant legal documents

2. An independent member of the Board of Directors must notify the Board of Directors when he/she is dissatisfied with the conditions prescribed in Clause 1 of this Article and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the above conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within six (06) months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

3. The method of organizing and coordinating the activities of independent members of the Board of Directors is prescribed in the Company's internal regulations.

Article 40. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, discharged, and removed from among the members of the Board of Directors by the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the title of General Director.

3. The Chairman of the Board of Directors shall have the following rights and duties:

a. To prepare working plans and programs of the Board of Directors;

b. To prepare the agenda, contents and documents serving the meeting; convene, chair, and preside over the meetings of the Board of Directors;

c. To organize the adoption of the Board of Directors' resolutions and decisions;

d. On behalf of the Board of Directors, sign resolutions and decisions of the Board of Directors, sign other documents to handle work within the duties and powers of the Board of Directors;

e. To supervise the implementation of the Board of Directors' resolutions and decisions;

f. To assign tasks and supervise the performance of assigned tasks by members of the Board of Directors to manage the Company's operations. The assignment must be in writing;

g. To convene and chair meetings of the General Meeting of Shareholders convened by the Board of Directors;

h. To lead and ensure the efficient operation of the Board of Directors;

i. To develop, implement and review procedures related to the organization and operation of the Board of Directors;

j. To ensure the exchange of full, timely, accurate and clear information between the members and the Chairman of the Board of Director;

k. To ensure the efficient communication and contact with the shareholders;

l. To organize the periodical assessment of the works done by the Board of Directors, its divisions and each member;

m. To facilitate favorably to enable the independent members of the Board of Directors to operate efficiently and establish a positive relationship between the executive and non-executive members of the Board of Directors;

n. To exercise other duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors based on the actual demand and situation;

o. Other rights and obligations as prescribed by law, the Company Charter, Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors and other internal regulations of the Company.

4. In case the Chairman of the Board of Directors submits a letter of resignation or he is removed or discharged, the Board of Directors must elect a substitute within ten (10) days since the letter of resignation is received or the Chairman is removed or discharged .

5. Where the Chairman of the Board of Directors is absent or cannot carry out his/her duties, another member shall be authorized in writing by the Chairman to exercise the rights and fulfill the obligations of the Chairman of the Board of Directors under the principals prescribed herein, the Company's internal regulations (if any) and relevant laws, and at the same time notify the remaining members of the Board of Directors and the General Director of this authorization. In case the authorized person is not found or the Chairman dies, misses or is seized or enforced with imprison sentence or administrative sanctions at the mandatory detoxification facilities, mandatory education facilities, escapes from the residing place, has

restricted or lost civil act capacity or has difficulties in recognition or mastering the behavior, or he/she is prohibited by the Court to undertake the title, practice or do a certain works, then the remaining members shall elect one of them as the Chairman of Board of Directors in accordance with the majority principles till a new decision is made by the Board of Directors.

6. When it is deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The rights and obligations of the Company Secretary shall be implemented in accordance with the provisions of the Regulations on the Operation of the Board of Directors and the law.

Article 41. Board of Directors' meetings and meeting minutes

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days since the date of ending the election of such Board of Directors. Such meeting is convened and presided by the members with the highest number of votes or rates. In the event of having more than one member with the highest and equal number of votes or rates, the members shall vote in accordance with the majority principle to elect one (01) of them to convene the Board of Directors' meeting.

2. The Board of Directors' meetings are held at least once a quarter and may be held on an extraordinary basis. The meeting order and procedures are carried out according to the provisions herein.

3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

a. At the request of the Board of Supervisors or an independent member of the Board of Directors;

b. At the request of the General Director or at least five (05) other managers;

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

4. The request specified in Clause 3 of this Article must be made in writing, specify the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

5. The meeting of the Board of Directors shall be convened by the Chairman within seven (07) working days since the date of receiving the request as prescribed in Clause 3 of this Article. In case the Board of Directors' meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening the Board of Directors' meeting.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation at the latest three (03) working days prior to the meeting date. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decision. Enclosed with the invitation must be documents to be used at the meeting and the voting slips for members.

The invitation of Board of Directors' meeting may be sent by invitation letter, telephone, fax, electronic means or other means and is ensured to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Supervisors as to the members of the Board of Directors. Supervisors have the right to attend meetings of the Board of Directors, and to discuss but not to vote.

8. The meeting of the Board of Directors shall be conducted if it is attended by three-fourths (3/4) of the total number of members. In case the meeting convened according to this Clause is not conducted because the number of attendees is less than the quorum, it will be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting shall be conducted if attended by more than half (1/2) of the total members of the Board of Directors.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend the meeting and vote as prescribed in Clause 10 of this Article;

c. Attend and vote via online conference, electronic voting or other electronic form;

d. Send the voting slips to the meeting via mail, fax, or email.

In case of sending the voting slips to the meeting by mail, the voting slips must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. The voting slips may only be opened in the presence of all attendees.

10. Members shall attend full meetings of the Board of Directors. Members may authorize another person to attend meetings and vote if such authorization is approved by a majority of Board of Directors' members.

11. The meeting of the Board of Directors may be conducted via online conference among the members of the Board of Directors when all or some members are present in different places provided that each member attending the meeting can:

a. Hear each other Board of Directors' members speaks at the meeting;

b. Speak to all other attendees simultaneously.

The discussion among the members can be conducted directly through the phone or by other means of telecommunications or the combination of all those means of communication. Any member of the Board of Directors attending such meeting shall be acknowledged as "present" in such meeting. The venue of the meeting conducted according to this provision shall

be the location where the majority of members of the Board of Directors gather together, or the location where the Chairperson of the meeting shall be present.

Resolutions of the Board of Directors passed in a meeting by telephone and/or by other means of communication properly organized and conducted shall take effect immediately upon the end of the meeting but must be recorded in minutes as prescribed in Clause 14 of this Article.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority (over fifty percent (50%)) of the members of the Board of Directors attending the meeting with voting rights; in case the number of affirmative votes and negative votes are equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors or the Chairman of the meeting (in case the Chairman of the Board of Directors does not preside the Board of Directors' meeting).

13. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. In case the number of affirmative votes and negative votes are equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors. This resolution has the same effect and value as the resolution passed at the meeting.

14. Minutes of the meeting of the Board of Directors:

a. Meetings of the Board of Directors must be noted in the minutes of the meeting and can be recorded, saved and kept under any other electronic forms. The minutes of the meeting shall be made in Vietnamese and can be additionally made in a foreign language with full and main contents as follows:

(i) Name, head office address, establishment and operation license number, business registration code (if any);

(ii) Time and venue of meeting;

(iii) Purpose, agenda and content of the meeting;

(iv) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;

(v) Matters discussed and voted on at the meeting;

(vi) Summarize the opinions of each member attending the meeting in chronological order;

(vii) Voting results, which specify the members approving, disapproving and abstaining;

(viii) The issues passed and the corresponding percentage of votes for passing;

(ix) Full name and signature of the Chairman of the meeting and the person taking

the minutes, except for the case specified in Point b of this Clause. In addition, the Minutes of the meeting of the Board of Directors may have the signatures of the members of the Board of Directors/authorized representatives attending the meeting at the request of the Chairman of the meeting.

b. In case the Chairman of the meeting or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and approving to pass the minutes sign the meeting minutes and the minutes have full contents as prescribed in items (i), (ii), (iii), (iv), (v), (vi), (vii) and (viii) of Point a of this Clause, then these minutes shall be valid. The meeting minutes shall specify that the Chairperson of the meeting or the person recording the minutes refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The Chairperson of the meeting or the person recording the minutes shall be personally responsible for damages incurred to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of law and the Company's Charter.

c. The Chairperson of the meeting, the minute recorder and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes of the Board of Directors .

d. Meeting minutes of Board of Directors and documents used in the meetings must be kept at the Company's head office. The Chairman of the Board of Directors is responsible for forwarding the meeting minutes of the Board of Directors to the members and such minutes shall be considered as authentic evidence of the work conducted in such meetings.

e. Minutes prepared in Vietnamese and foreign languages shall have the same legal validity. For any discrepancy in the contents of the minutes of the meeting, the contents of the Vietnamese minutes of the meeting shall prevail.

15. Sub-committees of the Board of Directors:

a. The Board of Directors may establish a subcommittee to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors, with a minimum of three (03) members including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote for approval at the subcommittee meeting;

b. The implementation of resolutions of the Board of Directors, or of subcommittees under the Board of Directors, shall comply with current legal provisions and

provisions in the Company Charter, Internal Regulations on Corporate Governance and internal regulations of the Company.

Article 42. Discharge, removal, replacement and addition of members of the Board of Directors

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

a. A member of the Board of Directors no longer satisfies the standards and conditions prescribed in Clause 2, Article 38 and/or Clause 1, Article 39 herein;

b. Have a resignation letter and it was accepted;

c. Other cases as prescribed by law and the Company Charter.

2. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

a. Not participating in the activities of the Board of Directors for six (06) consecutive months, except for cases of force majeure;

b. Other cases as prescribed by law and the Company Charter.

3. When it is deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors; discharge or remove members of the Board of Directors, except for the cases specified in Clause 1 and Clause 2 of this Article.

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

a. The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3);

b. The number of independent members of the Board of Directors has decreased and does not ensure the ratio as prescribed by the Company Charter and relevant laws.

Except for the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace the discharged or removed members of the Board of Directors at the nearest meeting.

Article 43. Internal Audit Committee under the Board of Directors

1. The Company must conduct internal audits. The Board of Directors shall decide on the issuance of Internal Audit Regulations in accordance with the specific operations of the Company in accordance with the provisions of law applicable to securities companies and other relevant legal provisions.

2. The internal audit department performs its functions on the principles of independence, objectivity, honesty and confidentiality. The specific functions and tasks of the internal audit department are as follows:

a. To independently assess the compliance with legal policies, the Company's Charter, resolutions/decisions of the General Meeting of Shareholders and the Board of Directors;

b. To examine, review and evaluate the adequacy, effectiveness and efficiency of the internal control system under the Board of Directors to improve this system;

c. To assess compliance of business activities with internal policies and procedures;

d. To advise on establishing internal policies and procedures;

e. To assess compliance with legal regulations, the control of measures to ensure asset safety;

f. To assess internal audit through financial information and business processes;

g. To evaluate the process of identifying, assessing and managing business risks;

h. To evaluate the effectiveness of activities;

i. To assess compliance with contractual commitments;

j. To implement information technology system control;

k. To investigate violations within the Company;

l. To conduct internal audits of the Company and its subsidiaries (if any).

3. Internal audit department personnel must satisfy the following standards:

a. Not a person who has ever been punished with a fine or higher for violations in the fields of securities, banking, and insurance within the last five (05) years up to the year of appointment;

b. The head of the internal audit department must be a person with professional qualifications in law, accounting, and auditing; have sufficient experience, prestige, and authority to effectively perform assigned tasks;

c. Not a person related to the heads of specialized departments, practitioners, members of the Board of Management, or Branch Directors in the Company;

d. Have a professional certificate in Basic issues of securities and securities market or a Certificate of practice in securities, and a professional certificate in Law on securities and securities market;

e. Not be concurrently in charge of other jobs in the Company;

f. Other standards and conditions as prescribed by law.

Article 44. Corporate Governance Officer

1. The Board of Directors must appoint at least one (01) Corporate Governance Officer to support corporate governance duties at the Company. The Corporate Governance Officer may concurrently hold the position of Company Secretary as prescribed in Clause 6, Article 40 herein.

2. The Corporate Governance Officer shall not concurrently work for an approved audit organization who is being involved in auditing the Company's financial statements.

3. The Corporate Governance Officer has the following rights and obligations:

a. To advise the Board of Directors to organize the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b. To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. To advise the meeting procedures;

d. To attend meetings;

e. To advise procedures to prepare resolutions of the Board of Directors in accordance with legal regulations;

f. To provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and the Supervisors;

g. To monitor and report to the Board of Directors on the Company's information disclosure activities;

h. To act as a point of contact with stakeholders;

i. To keep information confidential according to the provisions of law and the Company Charter;

j. Other rights and obligations as prescribed by law, the Company Charter and the Company's internal regulation.

III. The General Director and Other Executives

Article 45. Organization of the Company's internal management apparatus

The Company's internal management system must ensure that the management apparatus is responsible 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. The Company has one (01) General Director, Deputy General Directors, one (01) Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors. A

member of the Board of Directors may concurrently be a member of the Company's Board of Directors.

Article 46. Board of Management and Company Executives

1. Board of Management and Board of Management membership standards:

a. The Company's Board of Management consists of: the General Director and Deputy General Directors.

b. The Board of Directors appoints one (01) member of the Board of Directors or hires another person to be the General Director of the Company. The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The term of other members of the Board of Directors shall not exceed five (05) years and may also be reappointed for an unlimited number of terms.

c. The General Director of the Company must satisfy the following prescribed standards:

(i) Not being prosecuted for criminal liability or serving a prison sentence or being banned from practicing securities according to the provisions of law; not being another subject specified in Clause 2, Article 17 of the Law on Enterprises;

(ii) Having at least two (02) years of working experience in the operational department of organizations in the fields of finance, securities, banking, insurance or in the finance, accounting, investment departments of other enterprises;

(iii) Having a certificate of practice in financial analysis or a certificate of practice in fund management;

(iv) Not being sanctioned for administrative violations in the field of securities and securities market within the last six (06) months up to the time of appointment;

(v) Not to be a family member of the Company's manager, the Company's Supervisors and the parent company; the representative of the state capital, the representative of enterprise capital at the Company and the parent company;

(vi) Other standards and conditions as prescribed in the Law on Securities, the Law on Enterprises and relevant laws.

d. Deputy General Directors in charge of professional activities must meet the standards specified in items (i), (ii), (iv) and (vi) point c, Clause 1 of this Article and have a securities practice certificate appropriate to the professional activities in charge.

e. The Company must develop working regulations for the Board of Management, which must be approved by the Company's Board of Directors. The working regulations shall have at least the following basic contents:

(i) Specific responsibilities and duties of members of the Board of Directors;

(ii) Regulations on the process and procedures for organizing and participating in meetings;

(iii) Reporting responsibility of the Board of Directors to the Board of Directors and the Board of Supervisors.

2. Company Executives:

a. Upon the proposal of the General Director and approved by the Board of Directors, the Company is entitled to recruit and appoint other Company Executives with the number and standards that are align with the Company's structure and management regulations as prescribed by the Board of Directors. A Company Executive must be responsible for supporting the Company in achieving the targets set forth in the operational and organizational activities .

b. The rights, responsibilities and obligations of the Company Executive shall comply with the provisions of the Law on Enterprises, the Law on Securities and other relevant laws, the Company's Charter and the Company's internal regulations.

3. The salary, bonus and other benefits of the General Director are decided by the Board of Directors; the salary and other benefits of other executives are decided by the Board of Directors after consulting the General Director on the basis in accordance with the provisions of law, the Company's Charter and the Company's internal regulations.

4. The salary of the Company Executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 47. Duties and rights of the General Director, discharge and removal of the General Director

1. The General Director is the person who executes the daily business of the Company, under the supervision of the Board of Directors; responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations. Assisting the General Director are Deputy General Directors, Chief Accountant, Branch Directors, other management staff and professional and technical staff.

2. The General Director must conduct the work specified in this Article in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company and the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. If the management is contrary to the provisions of this Clause and causes damage to the Company, the General Director must be responsible before the law and must compensate the Company for the damage.

3. Rights and obligations of the General Director:

a. To organize the implementation of resolutions and decisions of the General Meeting

of Shareholders and the Board of Directors;

b. To decide on issues related to the Company's daily business operations and other activities of the Company that are not under the authority of the Board of Directors;

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

d. To organize, manage and operate the internal control system to ensure the Company's operations are safe, efficient, and in and compliance with legal regulations.

e. To propose the number of and propose officers holding management positions under the decision-making authority of the Board of Directors as prescribed in Point m, Clause 2, Article 36 of this Charter for the Board of Directors to appoint, discharge or remove in accordance with the Company's internal regulations; propose salaries and other benefits of those officers;

f. To appoint, re-appoint, discharge, remove, rotate, dismiss, reward, discipline, sign labor contracts, terminate labor contracts for management positions in the Company according to the Company's internal regulations, except for positions under the decision-making authority of the Board of Directors as prescribed in Point m, Clause 2, Article 36 herein;

g. To decide on salaries and other benefits for employees in the Company, including management positions under the appointment authority of the General Director according to the Company's internal regulations;

h. To recruit employees and sign labor contracts according to the Company's internal regulations based on the total number of employees approved by the Board of Directors. Consult with the Board of Directors to decide on their appointment, dismissal, salary, allowances, benefits and other terms related to their labor contracts if deemed necessary;

i. To submit to the Board of Directors for approval of the business plan for the next fiscal year in accordance with the Company's development strategy and orientation;

j. To recommend to the Board of Directors on the Company's organizational structure plan, internal management regulations and propose measures to improve the Company's operations and management;

k. To organize, arrange and use personnel in Departments/Divisions/Sections under the Board of Directors, at Branches, Transaction Offices, Representative Offices to carry out the Company's daily business operations;

l. To promulgate business processes, regulations, and guidance documents to serve business activities and administrative management at the Company;

m. To propose dividend payment plans or handle business losses;

n. To submit annual financial statements to the Board of Directors;

o. Other rights and obligations as prescribed by law, this Charter, resolutions, and decisions of the General Meeting of Shareholders, Board of Directors, and signed Labor Contract.

4. Cases of discharge and removal of General Director:

a. The General Director no longer meets the conditions and criteria as prescribed in Point c, Clause 1, Article 46 of this Charter.

b. Having written resignation sent to the Company's Head Office.

c. The Board of Directors may discharge the General Director when the majority of the members of the Board of Directors with affirmative voting rights are present at the meeting and appoint a new General Director to replace him/her in accordance with the provisions of law and the Company's Charter.

Article 48. Internal Control department under the Board of Management

1. The Company must establish an internal control department under the Board of Management. The internal control system includes an apparatus, independent and specialized personnel, and procedures.

2. The internal control department under the Board of Management is responsible for controlling compliance:

a. To inspect and supervise compliance with legal regulations, the Company's Charter, resolutions and decisions of the General Meeting of Shareholders, resolutions and decisions of the Board of Directors, regulations, professional processes, risk management processes of the Company, of relevant departments and of securities practitioners in the Company;

b. To supervise the implementation of internal regulations and activities that potentially conflict with interest within the Company, especially for the Company's own business activities and personal transactions of its employees; supervise the implementation of responsibilities of officers and employees within the Company, and the implementation of partners' responsibilities for authorized activities;

c. To inspect the content and monitor the implementation of professional ethics rules;

d. To supervise the calculations and compliance with financial security regulations;

e. To separate the client's assets;

f. To preserve and keep client's assets;

g. To control compliance with the provisions of the law on prevention and combat laundering laws;

h. Other contents as assigned by the General Director.

3. Personnel requirements of the Internal Control Department:

a. To assign at least one (01) employee to do compliance control;

b. The head of the internal control department must be a person with professional qualifications in law, accounting, and auditing; have sufficient experience, prestige, and authority to effectively perform assigned tasks;

c. Not being related to the heads of specialized departments, practitioners, members of the Board of Management, Branch Directors in the Company;

d. Have a professional certificate in Basic issues of securities and securities market or a certificate of practice in securities, and a professional certificate in Law on securities and securities market;

c. Not concurrently hold other jobs in thc Company.

IV. Board of Supervisors

Article 49. Composition of the Board of Supervisors, number and term of office of Supervisors

1. The Company's Board of Supervisors has three (03) Supervisors. Supervisors do not necessarily have to be shareholders of the Company.

2. The term of office of a Controller shall not exceed five (05) years. The Supervisor may be re-elected for an unlimited number of terms. In the event that the term of the Supervisor expires at the same time and the new Supervisor has not been elected, the Supervisor whose term has expired shall continue to exercise his/her rights and perform his/her duties until the new Supervisor is elected and assumes his/her duties.

3. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. Supervisors must meet the standards and conditions prescribed in Article 55 of this Charter and relevant laws.

4. Nomination, candidacy of Supervisors:

a. The Supervisor is elected by the General Meeting of Shareholders on the principle of cumulative voting as prescribed in Clause 6, Article 30 of this Charter. The nomination and candidacy of the Supervisor is carried out similarly to the provisions in Clause 1, Article 38 of this Charter.

b. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of this Charter, the

Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect the Supervisors in accordance with the provisions of law.

5. The Supervisors shall elect one of them as the Head of the Board of Supervisors by majority rule. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities, and must not concurrently be a member of the Board of Supervisors (Supervisor) or a manager of another securities company. In addition to the rights, obligations and responsibilities of a Supervisor, the Head of the Board of Supervisors shall also have the following rights, obligations and responsibilities:

a. To convene the meeting of the Board of Supervisors;

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

c. To prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders;

d. Other rights and duties as prescribed by law and the Company Charter.

Article 50. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the following rights and obligations:

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and operation of the Company.

2. To inspect the rationality, legality, honesty and level of prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.

3. To appraise the completeness, legality and honesty of the Company's business performance report, annual and six (06) month financial report, and the Board of Directors' management assessment report; submit the appraisal report to the General Meeting of Shareholders at the annual meeting; Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. To review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.

5. To review the accounting books, accounting records and other documents of the Company, the management and operation of the Company when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of shareholders or group of shareholders as prescribed in Point 1, Clause 2, Article 20 of this Charter.

6. When there is a request for inspection by a shareholder or group of shareholders as prescribed in Point 1, Clause 2, Article 20 of this Charter, the Board of Supervisors shall conduct the inspection within seven (07) working days from receipt of the request. Within fifteen (15) days from the inspection's completion date, the Board of Supervisors must report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause must not hinder the normal operations of the Board of Directors and must not disrupt the business operations of the Company.

7. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, improve the Company's management structure, the Company's internal organizational structure, and supervise and operate the Company's business activities.

8. When detecting a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Law on Enterprises, it is necessary to immediately notify the Board of Directors in writing, request the violator to suspend the violation and take measures to remedy the consequences.

9. In case of detecting any violation of the law or violation of the Company's Charter by a member of the Board of Directors, the General Director and other executives of the Company, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences.

10. In case a member of the Board of Directors or a member of the Board of Management is detected to have violated the law or the Company's Charter, resulting in an infringement of the rights and interests of the Company, shareholders or clients, the Board of Supervisors shall be responsible for requesting the violator to explain within a certain period or requesting the convening of the General Meeting of Shareholders to resolve the matter. In case of violations of the law, the Board of Supervisors shall report in writing to the SSC within seven (07) working days from the date of detection of the violation.

11. To propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.

12. To be responsible to shareholders for its supervision activities.

13. To supervise the Company's financial situation, compliance with the law in the

activities of Board of Directors members, General Director, and other managers.

14. To ensure coordination of activities with the Board of Directors, General Director and shareholders.

15. To report at the General Meeting of Shareholders according to the provisions of the Law on Enterprises and relevant laws.

16. To develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

17. To attend and participate in discussions at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Company.

18. To use independent consultants, the Internal Audit Committee and other Company resources to perform assigned tasks.

19. May be consulted by the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

20. Other rights and obligations as prescribed by law, the Company Charter and Resolution of the General Meeting of Shareholders.

Article 51. The Board of Supervisors' right to be provided with information

1. Documents and information must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

a. Meeting invitation, opinion form for the Board of Directors members and enclosed documents;

b. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c. Report of the General Director to the Board of Directors or other documents issued by the Company.

2. The Supervisor has the right to access the Company's files and documents kept at the Head Office, branches and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director and other managers must fully, accurately and promptly provide information and documents on the management, operation and business activities of the Company upon request of the Supervisor or the Board of Supervisors. The Corporate Governance Officer must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors

Article 52. Salary, remuneration, bonus and other benefits of Supervisors

1. Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.

2. Supervisors shall be reimbursed for their meals, accommodation, travel, expenses for of using independent consulting services and other reasonable expenses incurred when they attend meetings of the Board of Supervisors or perform other activities of the Board of Supervisors, or related to the business activities of the Company. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses according to the provisions of the law on corporate income tax and relevant laws and must be made in as a separate section in the Company's annual financial statements.

Article 53. Responsibilities of Supervisors

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and duties.

2. Perform assigned rights and duties honestly, carefully and to the best of our ability to ensure the maximum legitimate interests of the Company.

3. Be loyal to the interests of the Company and shareholders; do not use information, secrets, business opportunities, assets of the Company, position or title for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by law and this Charter.

5. In case the Supervisor violates the obligations specified in Clauses 1, 2, 3 and 4 of this Article, resulting in damage to the Company or others, the Supervisors shall be personally or jointly liable for compensating for such damage. Any income and other benefits that the Supervisor obtains due to the violation must be returned to the Company.

6. In case a Supervisor is detected to have committed a violation while performing assigned rights and duties, the Board of Directors must notify the Board of Supervisors in writing, requesting the violating Supervisor to cease the violation and take measures to remedy the consequences.

Article 54. Meeting of the Board of Supervisors

1. The Board of Supervisors must promulgate regulations on the operation method and the processes, procedures and methods of organizing meetings of the Board of Supervisors

for approval by the General Meeting of Shareholders

2. The Board of Supervisors must meet at least two (02) times a year, with at least two-thirds (2/3) of the Board of Supervisors attending the meeting. The minutes of the Board of Supervisors' meetings must be prepared in detail and clearly. The person taking the minutes and the Supervisors attending the meeting must sign the minutes of the meeting. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibilities of each Supervisor.

3. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer clarification questions.

Article 55. Conditions and criteria of Supervisor

1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises.

2. Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the Company's business activities;

3. Not be a person with a family relationship with members of the Board of Directors, General Director and other managers.

4. Not be a family member of the Company's business manager and parent company; representative of the enterprise's capital and state capital at the parent company and the Company.

5. Not be a company manager; not necessarily be a shareholder or employee of the Company.

6. Not work in the accounting or finance department of the Company.

7. Not be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous three (03) consecutive years.

8. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the Company's business activities.

9. The Head of the Company's Board of Supervisors must not concurrently be a member of the Board of Supervisors (Supervisor) or manager of another securities company.

Article 56. Discharge and removal of Supervisors

1. The Supervisor shall be discharged in the following cases:

a. Not longer satisfy the criteria and conditions to be a Supervisor as prescribed in Article 55 of this Charter and the Law on Enterprises;

b. Have a resignation letter and it is accepted;

2. The supervisor shall be removed in the following cases:

a. Fail to comply with and/or fail to properly perform or complete the duties and work of the Supervisor as assigned by the Board of Supervisors;

b. Fail to exercise rights and obligations for 06 consecutive months, except in cases of force majeure;

c. Seriously or repeatedly violate the obligations of the Supervisor as prescribed by law, internal regulations and the Company's Charter and other violations affecting the legitimate rights and interests of the Company's shareholders;

d. According to the resolution of the General Meeting of Shareholders;

e. Other cases as prescribed by provisions of law and this Charter.

V. Responsibilities of the Board of Directors, Supervisors, General Director and other executives

Members of the Board of Directors, Supervisors, General Director and other executives are responsible for performing their duties and assigned rights and obligations (including duties as members of subcommittees of the Board of Directors) in accordance with the provisions of the Law on Enterprises, the Law on Securities and other relevant laws, the Company Charter, resolutions and decisions of the General Meeting of Shareholders, and must perform the assigned rights and obligations as prescribed in Section V of this Article honestly, carefully and to the best of their ability for the interests of the Company.

Article 57. Responsibility to be honest and avoid conflicts of interest

1. Members of the Board of Directors, Supervisors, General Director and other managers must disclose related interests in accordance with the provisions of the Law on Enterprises, the Law on Securities and relevant legal documents, the Company Charter and the Company's internal regulations.

2. Members of the Board of Directors, Supervisors, General Director, other managers and their related persons are only allowed to use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, Supervisors, General Director and other managers are obliged to notify in writing the Board of Dircctors and Supervisors of transactions between the Company, its subsidiaries, other companies in which the Company controls more than fifty percent (50%) of the charter capital with that entity or with related person of that entity according to the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to the provisions of the Law on Securities on information disclosure.

4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises, the Law on Securities and the Company Charter.

5. Members of the Board of Directors, Supervisors, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others internal information to perform related transactions.

6. Transactions between the Company and one (01) or more members of the Board of Directors, Supervisors, General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:

a. Regarding transactions with a value of less than or equal to thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial report; and at the same time leading to the total transaction value arising within twelve (12) months from the date of the first transaction having a value of less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial report; the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of members of the Board of Directors without related interests;

b. Regarding transactions with a value greater than thirty-five percent (35%) of the total value of assets recorded in the Company's most recent financial statements; or the transaction resulting in a transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total value of assets recorded in the Company's most recent financial statements; the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, Supervisors, General Director , and other executives announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no relevant interests.

Article 58. Responsibilities for damage and compensation

1. Members of the Board of Directors, Supervisors, General Director and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations with diligence and professional capacity, shall be responsible for damages caused by their own violations acts.

2. The Company indemnifies those who have been, are or may become a related party to complaints, lawsuits or prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Supervisor, General Director and other executives, employees or authorized representatives authorized of the Company who has or is currently performing authorized duties

of the Company, acting honestly and prudently for the interests of the Company on the basis of compliance with the law and without verifiable evidence that such person has violated his or her responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments (including attorneys' fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation responsibilities.

Article 59. Contracts, transactions between the Company and related person

1. When conducting transactions with related persons, the Company must sign written contracts on the principles of equality and voluntariness.

2. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and the following related persons:

a. Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total number of ordinary shares of the Company and their related persons;

b. Members of the Board of Directors, Supervisors, General Director, other managers and related persons of these subjects;

c. Enterprises whose members of the Board of Directors, Supervisors, General Director and other managers of the Company must declare according to the provisions of Clause 2, Article 164 of the Law on Enterprises and other relevant legal provisions.

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

a. Contracts and transactions between the Company and one of the entities specified in Clause 2 of this Article have a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement, or contracts and transactions resulting in the total transaction value arising within twelve (12) months from the date of the first transaction having a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement.

In case of approving a contract or transaction as prescribed in this Clause, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisor of the entities related to the contract or transaction and enclose with a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved as prescribed in Clause 4 and Clause 7, Article 30 herein.

b. Contracts for and transactions of loan or sale of assets with a value greater than ten percent (10%) of the total value of the Company's assets recorded in the most recent financial report between the Company and shareholders owning fifty-one percent (51%) or more of the total number of voting shares or related person of such shareholders.

4. The Board of Directors approves the following contracts and transactions:

a. Contracts and transactions between the Company and one of the subjects specified in Clause 2 of this Article, in addition to the contracts and transactions specified in Point a, Clause 3 of this Article. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the subjects related to that contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

b. Other contracts, transactions in accordance with provisions of law (if any).

5. Contracts and transactions shall be invalidated under Court decision and handled in accordance with the provisions of law when signed in contravention of the provisions of this Article; the person signing the contract or transaction, the shareholder, member of the Board of Directors or the General Director involved must jointly compensate for any damages incurred and return to the Company the profits gained from the performance of such contract or transaction.

6. The Company must disclose related contracts, transactions in accordance with provisions of relevant law.

VI. Resolution of internal disputes

Article 60. Resolution of internal disputes

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company Charter, other legal provisions or agreements between:

a. Shareholders with the Company;

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

The related parties shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the

dispute within thirty (30) working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

Chapter IV
RIGHT TO INSPECT THE COMPANY'S BOOKS AND DOSSIERS

Article 61. Right to inspect books and dossiers

1. Ordinary shareholders have the right to inspect books and dossiers, specifically as follows:

a. Ordinary shareholders have the right to review, look up and make an extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, make an extract of or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of ordinary shares have the right to review, look up, and make an extract of the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up the books and dossiers, a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized or certified copy of this power of attorney must be attached.

3. Members of the Board of Directors, Supervisors, General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the

Establishment and Operation License (and the Adjusted Licenses)/Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the storage location of these documents. At the same time, the Company Charter must be disclosed on the Company's website.

Chapter V
EMPLOYEES AND TRADE UNION

Article 62. Employees and trade union

1. The General Director must make a plan for recruitment, dismissal, salary, social insurance, welfare, reward and discipline for employees and Business Executives and the plan must be approved by the Board of Directors.

2. The General Director must make a plan for the Company's relations with employees and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and provisions of current law and the plan must be approved by the Board of Directors.

Chapter VI
FINANCIAL STATEMENTS, ANNUAL REPORTS, REPORTING AND INFORMATION DISCLOSURE REGIME

Article 63. Reporting and information disclosure regime

1. The Company must fully and promptly implement the regime of information disclosure and periodical and irregular reporting in accordance with the provisions of the law on securities and the securities market or at the request of competent State agencies. The Company is responsible for the accuracy and truthfulness of the information and data disclosed and reported.

2. Information disclosure is performed with the methods to ensure the shareholders and investors have equal access to it simultaneously. The language used in the disclosure must be clear and easy to understand, avoid confusion for shareholders and investors.

Article 64. Annual, semi-annual and quarterly financial statements

1. The Company must prepare Annual Financial Statements and the annual financial statements must be audited in accordance with the provisions of law. The Company must submit

the audited Annual Financial Reports to the competent authority or organization in accordance with the provisions of law and disclose it in accordance with the provisions of law on securities and the securities market and other relevant provisions of law.

2. The Annual Financial Statements must include all reports, appendices, and explanations as prescribed by law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operations as prescribed by law.

3. The Company must prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on securities and the securities market and submit them to competent state agencies in accordance with the provisions of law.

4. The Company's audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements and quarterly financial statements must be disclosed on the Company's website.

Article 65. Annual report

The Company must prepare and disclose the Annual Report in accordance with the provisions of the law on securities and securities market.

Chapter VII
FINANCIAL MANAGEMENT AND ACCOUNTING REGIME

Article 66. Bank accounts

1. The Company opens accounts at Vietnamese banks or at foreign banks authorized to operate in Vietnam.

2. According to the prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 67. Fiscal year

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

2. The Company's first fiscal year shall begin on the Date of Incorporation and end on December 31 of that year.

Article 68. Accounting regime

1. The Company uses the Vietnamese Accounting System (VAS) or an accounting

system approved by the Ministry of Finance, and complies with the accounting systems for securities companies issued by the Ministry of Finance and accompanying guidance documents. The Company is subject to inspection by State Agencies regarding the implementation of the accounting-statistical regime.

2. The Company shall prepare accounting books in Vietnamese and keep records and accounting books in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses the Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that selection before the law and notify the direct tax authority.

Article 69. Auditing

1. The Company's annual financial statements, financial safety ratio reports as of December 31, semi-annual financial statements, and financial safety ratio reports as of June 30 must be audited/reviewed by an independent auditing organization in accordance with regulations.

2. The independent auditing organization and its staff conducting the audit for the Company must be on the list of auditing organizations approved by the State Securities Commission in accordance with the provisions of the Law on Securities and the law on independent auditing. The annual meeting of the General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on the selection of one of these units to conduct the audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors. During the same fiscal year, the Company shall not change the approved auditing organization, except in the case where the parent company changes the approved auditing organization or the approved auditing organization is suspended or revoked its approved auditing status.

3. The audit/review report is attached to the Company's annual financial statement/semi-annual financial statements.

4. The independent auditor performing the audit of the Company shall be entitled to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders that the shareholders are entitled to receive and to express their opinions at the General Meeting on issues related to the audit of the Company's financial statements.

Article 70. Profit distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual payment from the Company's retained earnings in accordance with current legal regulations.

2. The Company does not pay interest on dividends or payments relating to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this resolution.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. The payments may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred to the shareholder. Payments of dividends may be made through the Vietnam Securities Depository and Clearing Corporation, in accordance with the provisions of the Law on Securities and the securities market.

5. Record date and dividend payment date:

a. Pursuant to the Law on Enterprises, the Law on Securities and other relevant legal provisions, the Board of Directors shall adopt a resolution to determine a specific date to close the list of shareholders. Pursuant to that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

b. Dividends must be fully paid within six (06) months from the date of closing of the Annual meeting of General Meeting of Shareholders.

6. Other issues related to profit distribution are carried out in accordance with the provisions of the law.

Article 71. Handling of business losses

The loss of the previous year will be handled in the following year when the Company makes a profit in that following year.

Article 72. Provision of reserve funds according to regulations

1. Every year, the Company deducts after-tax profits to establish the following funds:

a. Financial and operational risk reserve fund;

b. Bonus and welfare fund;

c. Other funds as prescribed by law.

2. The rate of provision, provision limit and management and use of funds specified in Clause 1 of this Article shall comply with current laws.

Chapter VIII
SEAL OF THE COMPANY

Article 73. Seal of the Company

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.

2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, its Branches and Representative Offices of the Company (if any) .

3. The Board of Directors and General Director shall use and manage the Company's seal in accordance with the provisions of law, the Company's Charter and the Company's Internal Regulations.

Chapter IX
COMPANY REORGANIZATION, LIQUIDATION, DISSOLUTION AND BANKRUPTCY

Article 74. Company reorganization

1. The company performs merger, consolidation, division, separation, and transformation of company types after obtaining approval of the State Securities Commission.

2. The order and procedures for consolidation, merger, division, separation and transformation shall comply with the provisions of the Law on Enterprises, the Law on Securities and relevant laws.

Article 75. Termination and dissolution

1. The company dissolves or terminates operations in the following cases:

a. The General Meeting of Shareholders decided to dissolve the Company and this decision was approved by the State Securities Commission;

b. The State Securities Commission withdraws the Establishment and Operation License of the Company or the Company is declared bankrupt by the Court in accordance with current law;

c. Other cases as prescribed by law.

2. The Company may only be dissolved when it guarantees the payment of all debts

and other financial obligations and the Company is not in the process of resolving disputes at the Court or arbitration agency.

3. The order, procedures, and documents for dissolution and liquidation of the Company's property shall comply with the provisions of the Law on Enterprises, the Law on Securities, and implementing guidelines.

Article 76. Bankruptcy

The bankruptcy of the Company shall be carried out in accordance with the provisions of the law on bankruptcy and/or other relevant laws.

Chapter X
SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 77. Supplement and amendment of the charter

1. Amendments and supplements to this Charter must be considered and decided by the Company's General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those legal provisions shall be applied to govern the Company's operations.

Chapter XI
EFFECTIVE DATE

Article 78. Effective date

1. This Charter consists of 11 Chapters and 78 Articles, approved by the General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company in accordance with the Resolution No. ____/2025/NQ-DHDCD-CKCT on November 18, 2025 in Hanoi and approved with the fully validity and effect of this Charter.

2. This Charter is made in two (02) originals copies of equal value and must be kept at the Company's Head Office.

3. This charter is the sole and official charter of the Company.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

5. This Charter takes effect from November 18, 2025, replacing all Charters of the Company previously approved by the General Meeting of Shareholders. The organization and

operation of Vietnam Bank for Industry and Trade Securities Joint Stock Company shall be carried out in accordance with the provisions of relevant current laws and this Charter.

LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS

Tran Phuc Vinh

VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

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REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

Code QC.00.02.III

(Approved for issuance under Resolution No. ____/2025/NQ-DHDCD-CKCT dated November 18, 2025 by the 2025 Extraordinary General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company)

HANOI – November 2025

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REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS OF VIETNAM BANK FOR INDUSTRY AND TRADE SECURITIES JOINT STOCK COMPANY

Code: QC.00.02.III

(Approved for issuance under Resolution No. /2025/NQ-DHDCD-CKCT dated November 18, 2025, by the 2025 Extraordinary General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company)

Chapter I

GENERAL PROVISIONS

Article 1. Governing Scope and Subjects of Application

1.1. Governing Scope

The Regulations on the Operation of the Board of Directors of the Vietnam Bank for Industry and Trade Securities Joint Stock Company specify the organizational structure of personnel, operating principles, rights, and obligations of the Board of Directors and its members, ensuring compliance with the provisions of the Law on Enterprises, the Law on Securities, the Company's Charter, and other relevant laws.

1.2. Subjects of application

These Regulations apply to the Board of Directors of the Vietnam Bank for Industry and Trade Securities Joint Stock Company and its members.

Article 2. Reference Documents

2.1. Legal Documents

a. The Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("**Law on Enterprise**") and its amendments, supplements and guiding documents on implementation.

b. The Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("**Law on Securities**") and its amendments, supplements and guiding documents on implementation;

c. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities ("**Decree 155**");

d. Circular No. 116/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance, guiding a number of articles on corporate governance applicable to Public Companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("**Circular 116**");

e. Circular No. 121/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance governing the operations of securities companies ("**Circular 121**").

f. Other relevant legal documents.

2.2. Internal Company Documents

a. The Charter of organization and operation of Vietnam Bank for Industry and Trade Securities Joint Stock Company has been approved by the General Meeting of Shareholders;

b. Other relevant internal documents of the Company.

Article 3. Explanation of Terms and Abbreviations

3.1. Explanation of Terms

a. The terms used in these Regulations shall have the same meanings as defined in the Company's Charter.

b. Other Terms:

- Company: Refers to the Vietnam Bank for Industry and Trade Securities Joint Stock Company, also known as "VietinBank Securities".
- Charter/Company's Charter: The Charter of Organization and Operation of the Vietnam Bank for Industry and Trade Securities Joint Stock Company, and its amendments and supplements approved by the General Meeting of Shareholders.
- Units: Departments, Divisions, and other operational entities at the Company's headquarters, Branches, Transaction Offices, and Representative Offices of the Company.
- Executive Board: Includes the General Director, Deputy General Directors, Chief Accountant.
- Company Executives: Include the General Director, Deputy General Directors, Chief Accountant and Directors of Branches of the Company.
- Company Managers: Include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and Deputy General Directors.

3.2. Abbreviations

- GMS: General Meeting of Shareholders.
- BOD: Board of Directors.
- BOS: Board of Supervisors.

Article 4. Operating Principles of the Board of Directors

4.1. The Board of Directors operates under a collective regime, assigning individual responsibilities while ensuring centralized, democratic, and transparent principles. Each member is individually accountable for assigned tasks and is collectively responsible to the GMS and the law for resolutions and decisions of the Board of Directors regarding the Company's development.

4.2. All activities of the Board of Directors must ensure the supervision of the GMS and comply with the Charter and laws.

4.3. Members of the Board of Directors participate in the leadership, management and supervision of the Company's activities as assigned by the Board of Directors and the Chairman of the Board of Directors.

4.4. The Board of Directors assigns the responsibility to the General Director to organize and administer the implementation of its resolutions and decisions.

4.5. The Board of Directors utilizes the Company's resources and seal to perform its governance functions and must appoint at least one (01) Corporate Governance Officer as per the law, the Company's Charter, and the Internal Regulations on Corporate Governance to support effective corporate governance within the Company.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 5. Rights and Obligations of the members of the Board of Directors

5.1. BOD members have full rights as prescribed by the Law on Securities, the Law on Enterprises, relevant laws, and the Company's Charter, including the right to access information and documents related to the financial position and business operations of the Company's units and the Company.

5.2. BOD members have responsibilities and obligations as prescribed by law, the Company's Charter, and the following specific obligations:

a. Perform the responsibilities of a Company manager as per the law and the Company's Charter;

b. Carry out their rights, obligations, and assigned tasks honestly, prudently to ensure the best interest of the Company and its shareholders;

c. cBe loyal to the Company's and shareholders' interests; and not use the Company's information, trade secrets, business opportunities, or information obtained through his/her position and do not abuse the position, title and assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d. Attend all Board of Directors meetings and provide clear opinions on discussed matters;

e. Notify the Company promptly, fully and accurately of any enterprises which members of BOD and their related persons own or have an owned capital contribution or shares in accordance with the Law on Enterprises and the Law on Securities. Publicize related interests and update the list of related persons in accordance with the provisions of the Law on Enterprises and other relevant laws;

f. To fully and promptly report to the BOD about the remunerations they obtained from subsidiaries, affiliates, or other organizations;

g. Report to the Board of Directors at the latest meeting for the following transactions:

(i) Transactions between the Company, its subsidiaries, and other companies in which the Company is under the control of more than fifty percent (50%) of the charter capital with members of the Board of Directors or their related parties; transactions between the Company and any company where a member of the Board of Directors is a founding member or a manager within the past three (03) years before the time of the transaction;

(ii) Transactions between the Company and any enterprises in which a related person of a member of the Board of Directors serves as a member of the Board of Directors, General Director (Director), or a major shareholder.

h. Report and disclose information when trading the Company's shares, as prescribed by law.

5.3. Independent members of the Board of Directors of the Company must prepare evaluation reports on the Board of Directors' performance as stipulated by the Law on Securities and other relevant regulations.

5.4. In performing assigned tasks, the members of the Board of Directors have the right to request any Company Executive, Company Representative at invested Units, other individuals holding managerial titles, employees, or relevant Units to directly work with them to grasp the operational situations and implement the resolutions and regulations of the Board of Directors.

5.5. The members of the Board of Directors perform their duties and tasks as assigned by the Board of Directors, the Chairman of the Board of Directors, and as authorized by the Chairman of the Board of Directors (if any); they are accountable to the Board of Directors and the Chairman of the Board of Directors for the assigned and authorized duties and tasks.

Article 6. BOD Members' Right to Access Information

6.1. BOD's Members have the right to request information and documents on the financial position and business operations of the Company and other units of the Company from the General Director, Deputy General Directors, or other managers.

6.2. The manager to be required shall accurately, fully, and promptly provide the concerned information and documents as per request of BOD's members. The procedures and sequences for requesting and providing information shall be specified by the Company's Charter, Internal regulations on corporate governance, other internal regulations of the Company and laws.

Article 7. Term of office and number of members of the Board of Directors

7.1. The Board of Directors comprises five (05) members.

7.2. The term of office of each member of the Board of Directors shall not exceed five (05) years and may be re-elected for the unlimited number of terms. Each individual is only elected as an Independent member of the Board of Directors of the Company not exceeding two (2) consecutive terms.

7.3. In the event that all members of the Board of Directors end their term at the same time, they continue to be the members of the Board of Directors until new members are elected and take over their duties, except as otherwise provided in the Company's Charter.

7.4. The number, rights, obligations, organizational structure, and operational coordination of independent members of the Board of Directors are implemented according to the Company's Charter, Internal regulations on corporate governance, other internal regulations of the Company, and the law.

Article 8. Criteria and conditions for members of the Board of Directors

8.1. Members of the Board of Directors must meet the following criteria and conditions:

a. Not fall into the category of entities prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Possess professional qualifications and experience in business management or the Company's business sector, business lines, and not mandatory being a shareholder of the Company unless otherwise specified by the Company's Charter;

c. A member of the Board of Directors may only concurrently be a member of the Board of Directors of no more than five (05) other companies and may not be a member of the Board of Directors, a member of the Members' Council, or General Director (Director) of another securities company;

d. Members of the Board of Directors must have no family relations with the General Director and other Company's managers; or with the managers, the competent person to appoint the Parent Company's managers;

e. Other criteria and conditions stipulated in the Company's Charter, the Law on Securities, and relevant laws.

8.2. Independent member of the Board of Directors is member meeting the criteria and conditions specified in the Company's Charter, the Law on Securities, and relevant legal documents.

8.3. Independent member of the Board of Directors must notify the Board of Directors if he/she no longer meets the criteria and conditions specified in Clause 8.2 of this Article and he/she is automatically no longer an independent member since the date on which the criteria and conditions are not fully satisfied. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the criteria and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect or replace the independent member of the Board of Directors within six (06) months since the receipt of the notice from the relevant independent member of the Board of Directors.

Article 9. Chairman of the Board of Directors

9.1. The Chairman of the Board of Directors is elected, discharged, or removed by the Board of Directors from its members.

9.2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.

9.3. Rights and obligations of the Chairman of the Board of Directors:

a. Prepare the operational plans and programs of the Board of Directors;

b. Prepare agendas, contents and materials for meetings; convene, chair and preside over the meetings of the Board of Directors;

c. Organize for resolutions and decisions of the Board of Directors to be passed;

d. Supervise the implementation of resolutions and decisions of the Board of Directors;

e. Convene and chair the meetings of the General Meetings of Shareholders convened by the Board of Directors;

f. Lead and ensure the effective operation of the Board of Directors;

g. Develop, implement, and review procedures related to the organization and activities of the Board of Directors;

h. Ensure adequate, timely, accurate, and clear communication between the Chairman and members of the Board of Directors;

i. Ensure effective communication and liaison with shareholders;

j. Organize periodic evaluations of the performance of the Board of Directors, its divisions, and each member of the Board of Directors;

k. Facilitate the effective operating of independent members of the Board of Directors and establish a constructive relationship between executive and non-executive members of the Board of Directors;

l. Assign members of the Board of Directors to act as focal points for overseeing, directing, and handling/proposing to handle issues within the authority of the Board of Directors (if necessary); supervise members of the Board of Directors in carrying out assigned duties and exercising their rights and obligations;

m. Assign members of the Board of Directors to assist the Chairman of the Board of Directors in organizing the implementation of decisions of the Board of Directors within their assigned areas/scope of tasks as the focal point in charge (if necessary);

n. Assign members of the Board of Directors to help the Chairman of the Board of Directors supervise the implementation of the decisions of the Board of Directors, assess management operations efficiency, execute strategies and business plans, resolutions and decisions of the Board of Directors, within their assigned areas or responsibilities (if necessary);

o. On behalf of the Board of Directors, handle unexpected, urgent, or force majeure matters involving significant risks to the Company's capital, assets,

reputation, or brand that fall under the authority of the Board of Directors and require immediate attention. The Chairman of the Board of Directors must immediately report to the Board of Directors at the next meeting;

p. Direct the activities of the Board of Directors, its subcommittees, and members of the Board of Directors, major and important issues, strategic matters across all areas under the functions, tasks and jurisdiction of the Board of Directors. Authorize other members of the Board of Directors to carry out their tasks and jurisdiction according to the law and the Company's Charter (if necessary);

q. On behalf of the Board of Directors, make decisions on matters previously approved in principle by the Board of Directors, and report these decisions at the next meeting of the Board of Directors;

r. Execute additional duties and responsibilities as required by the General Meeting of Shareholders and the Board of Directors, based on practical needs and circumstances;

s. Other rights and obligations as stipulated by law, the Company's Charter, internal regulations on corporate governance, these Regulations, and other internal regulations of the Company.

9.4. If the Chairman of the Board of Directors submits a resignation or is discharged or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or discharge decision or removal decision.

9.5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, he/she must authorize another member of the Board of Directors in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles outlined in the Company's Charter, Internal regulations on corporate governance, other internal regulations (if any), and relevant laws. This authorization must be notified to the other members of the Board of Directors and the General Director. In cases of the absence of an authorized person or if the Chairman of the Board of Directors is deceased, missing, is temporarily detained in prison, serving a prison sentence, is subject to administrative measures at a mandatory drug rehabilitation center or educational institution, has fled residence, is restricted or incapacitated in terms of civil acts, is unable to understand or control their actions, or is prohibited by the Court from holding a position or practicing a profession, the remaining members of the Board of Directors shall elect one of their own as the acting Chairman of the Board of Directors, based on a majority vote, until a new decision by the Board of Directors is made.

9.6. If deemed necessary, the Board of Directors may appoint the Company Secretary. The Company Secretary shall have the following rights and obligations:

a. Assist in organizing and convening General Meetings of Shareholders and Board meetings; take minutes of the meetings;

b. Support members of the Board of Directors in exercising their assigned rights and duties;

c. Assist the Board of Directors in applying and implementing corporate governance principles;

d. Support the Company in establishing shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with obligations for information disclosure, transparency, and administrative procedures;

e. Other rights and obligations as stipulated in the Company's Charter and applicable laws.

Article 10. Discharge, Removal, Replacement, and Addition of Members of the Board of Directors

10.1. The General Meeting of Shareholders (GMS) may discharge members of the Board of Directors in the following cases:

a. A member of the Board of Directors does not meet the criteria and conditions stipulated in Clause 2, Article 38 and/or Clause 1, Article 39 of the Company's Charter;

b. The member has submitted their resignation and it has been approved;

c. Other cases as regulated by law and the Company's Charter.

10.2. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

a. The member has not participated in the Board of Directors' activities for six (06) consecutive months, except in cases of force majeure;

b. Other cases as regulated by law and the Company's Charter.

10.3. When deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors, or to discharge or remove a member outside the cases stipulated in Clause 10.1 and Clause 10.2 of this Article.

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

a. The number of Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third (1/3);

b. The number of independent members of the Board of Directors decreases, failing to meet the ratio as prescribed by the Company's Charter and relevant laws.

Except for the cases stipulated in points a and b of this Clause, the General Meeting of Shareholders will elect a new member to replace the discharged or removed member of the Board of Directors at the next meeting.

Article 11. Procedures for Election, Discharge, and Removal of the members of Board of Directors

11.1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares (or a smaller percentage as stipulated in the Company's Charter) have the right to nominate candidates for the Board of Directors. If the Company's Charter does not provide otherwise, the nomination process is as follows:

a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify other attending shareholders about the group formation before the opening of the meeting of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors, shareholders or shareholder groups specified in this Clause are entitled to nominate one or more candidates for the Board of Directors as decided by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or shareholder groups is fewer than the number they are entitled to nominate according to the General Meeting of Shareholders' decision, the remaining candidates will be nominated by the Board of Directors and other shareholders.

11.2. If the number of candidates nominated for the Board of Directors is still insufficient as required under Clause 11.1 of this Article, the incumbent Board of Directors will introduce additional candidates or organize nominations according to the Company's Charter, Internal regulations on corporate governance, the Regulation of the operation of the Board of Directors, and applicable laws. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as stipulated by the law.

11.3. If the Company's Charter does not stipulate otherwise, the voting process for electing members of the Board of Directors must be conducted using cumulative

voting, where each shareholder has a total number of voting slips equal to their total number of shares multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their votes to one or several candidates. The candidates elected to the Board are determined on the basis of descending vote count , starting from the candidate with the highest votes until the required number of members as stipulated in the Company's Charter is met. In cases where two (02) or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election will be held among those candidates with equal votes or selected according to the criteria specified in the election rules.

11.4. The election, discharge, and removal of the members of the Board of Directors are decided by the General Meeting of Shareholders based on a voting principle.

Article 12. Notification of the Election, Discharge or Removal of Members of the Board of Directors

12.1. In case candidates for the Board of Directors are determined, the Company must disclose information related to the candidates at least ten (10) days before the opening of the meeting of the General Meeting of Shareholders on the Company's website for shareholders to review the candidates before voting. Each candidate for the Board of Directors must provide a written commitment confirming the accuracy and truthfulness of their published personal information and commit to perform their duties honestly, carefully, and in the best interests of the Company if elected. The information about candidates for the Board of Directors to be published includes:

a. Full name, date of birth;

b. Professional qualifications;

c. Employment history;

d. Other managerial titles (including member of the Board of Directors in other companies);

e. Benefits related to the Company and related parties of the Company;

f. Other information (if any) as prescribed by the Company's Charter and applicable law.

The Company must announce the information about the companies where the candidate holds a position as a member of the Board of Directors, other managerial titles, and any benefits related to the Company of the candidates for the Board of Directors (if any).

12.2. The announcement on results of the election, discharge, or removal of members of the Board of Directors must be complied with the legal regulations on information disclosure in the securities market.

Chapter III

BOARD OF DIRECTORS

Article 13. Rights and Duties of the Board of Directors

13.1. The Board of Directors is the management body of the Company, with full authority on behalf of the Company to decide and implement the rights and obligations of the Company, except for those rights and obligations that belong to the authority of the General Meeting of Shareholder.

13.2. The rights and obligations of the Board of Directors shall be governed by law, the Company's Charter, internal regulations on corporate governance, other internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. Decide on the Company's strategic direction, mid-term development plan, and annual business plan;

b. Propose classes of shares and the total number of shares to be offered for each class;

c. Decide on the sale of unsold shares within the number of the offered shares for each class; decide on raising additional capital through other means;

d. Decide on the type of bonds, total bond value, and the timing of offering private placement bonds of the Company, except in cases specified in point p, Clause 2, Article 24 of the Company's Charter;

e. Decide on the offered price of shares and bonds of the Company;

f. Decide to repurchase no more than ten percent (10%) of the total shares of each class sold within a twelve (12) month period, in accordance with Article 133 of the Law on Enterprises (except in cases of repurchasing odd lots at the request of clients, repurchase to correct transaction errors as regulated by the Vietnam Securities Depository and Clearing Corporation, repurchase of shares at the request of shareholders as specified in point a, Clause 2, Article 16 of the Company's Charter, and other relevant legal provisions (if any));

g. Decide on investment plans and projects within the authority and limits specified by law and the Company's Charter;

h. Decide on market development, marketing, and technology solutions;

i. Approve contracts for purchases, sales, borrowing, lending, and other transactions valued at thirty-five percent (35%) or more of the total value of assets reported in the latest financial statements of the Company, except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in point d, Clause 2, Article 24, Clause 2 and Clause 3, Article 59 of the Company's Charter. Approve contracts, transactions as prescribed in Clause 4, Article 59 of Company' Charter;

j. Elect, discharge, remove the Chairman of the Board of Directors;

k. Appoint, reappoint, discharge, remove, reward, discipline, decide to sign labor contracts, terminate labor contracts with the General Director; decide on salary and other benefits of the General Director;

l. Appoint authorized representatives to participate in members' councils or general meetings of shareholders of other enterprises, decide on the remuneration and other benefits of those individuals;

m. Appoint, reappoint, discharge, remove, dismiss, reward, discipline, decide to sign and terminate labor contracts with Deputy General Directors, Chief Accountants, Branch Directors, Deputy Branch Directors, Heads of departments at Head office, Head of Internal Audit Department, Person in charge of corporate governance, the Company Secretary (if any) upon the proposal of the General Director; decide on salaries and other benefits of these individuals;

n. Decide on the remuneration, bonuses, and other benefits for each member of the Board of Directors, Supervisors, within the total remuneration, bonuses, and other benefits, budget approved by the General Meeting of Shareholders;

o. Decide the quantity of employees based on the Company's annual business plan;

p. Supervise and direct the General Director and other managers in the execution of the Company's daily business activities; request the Company's executives to report, explain, submit to the Board of Directors the contents of the assigned fields of responsibility and tasks (if necessary);

q. Decide the organizational structure (number, name, functions, main tasks of: (i) Branches, Transaction Offices, Representative Offices; (ii) Functional Departments/Boards at Headquarters); decide the internal management regulations of the Company (except those under the authority of the General Meeting of Shareholders). Decide on the establishment, termination of activities, suspension of activities, or reorganization of subsidiaries, branches, transaction offices, and

representative offices of the Company and decide on capital contributions, purchasing shares in other enterprises as per legal regulations, the Company's Charter, and internal regulations of the Company;

r. Approve agenda and documents for General Meetings of Shareholders, convene meetings, or obtain opinions for the General Meeting of Shareholder to pass resolutions;

s. Submit audited annual financial statements to the General Meeting of Shareholders;

t. Propose dividend rates; decide the duration and procedures for dividend payment or handling of losses incurred in business process;

u. Propose the restructuring or dissolution of the Company; request bankruptcy of the Company;

v. Establish the Regulations on the Operation of the Board of Directors and Internal regulations on corporate governance to submit to the General Meeting of Shareholders according to legal provisions and the Company's Charter, decide to issue these regulations after approval by the General Meeting of Shareholders, and publish them on the Company's website;

w. Decide on the issuance of the Financial regulations, Information disclosure regulations of the Company, and other regulations in accordance with their authority and legal provisions, the Company's Charter;

x. Supervise and prevent conflicts of interest among the members of the Board of Directors, Supervisors, General Director, and other managers, including misuse of the Company's assets and abuse of related party transactions;

y. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, General Director, and other managers of the Company;

z. Appoint a person in charge of corporate governance of the Company;

aa. Treat all shareholders equally and respect the legitimate interests of stakeholders related to the Company;

bb. Ensure that the Company's operations comply with legal regulations, the Charter, and internal regulations of the Company;

cc. Be responsible to shareholders for the Company's activities;

dd. Other rights and obligations as stipulated by the Law on Enterprises, Law on Securities, relevant legal provisions, the Company's Charter, Internal regulations on corporate governance, and other internal regulations of the Company.

13.3. The Board of Directors shall approve resolutions and decisions by voting at meetings, collect opinions in writing or adopt methods using electronic and telecommunications equipment, information technology or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

13.4. In case the resolution or decision approved by the Board of Directors is contrary to the law, the General Meeting of Shareholders' resolution, the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision must jointly and severally take personal responsibility for such resolution, decision and must compensate the Company for damages; members who opposed the resolution or decision are exempt from responsibility. In this case, the Company's shareholders have the right to request the court to suspend or annul the resolution or decision.

13.5. The Board of Directors must establish divisions or appoint individuals to perform risk management duties and build a risk management system as prescribed by law applicable to securities companies and other relevant legal provisions (if any).

Article 14. Mission and powers of the Board of Directors to approve and sign transaction contract between the Company and related party

The Board of Directors approves the following contracts and transactions:

14.1. Contracts and transactions valued at less than thirty-five percent (35%) of the total assets value recorded in the latest financial statements of the Company, leading total value of transactions within twelve (12) months from the first transaction to not exceeding thirty-five percent (35%) of the total assets value recorded in the financial statements, between the Company and any of the following parties:

a. Members of the Board of Directors, Supervisors, General Director, other managers, and their related parties;

b. Shareholders or their authorized representatives owning more than ten percent (10%) of the total number of the Company's ordinary shares and their related person;

c. Enterprises which members of the Board of Directors, Supervisors, General Director and other managers must declare according to Clause 2, Article 164 of the Law on Enterprises and other relevant legal provisions.

The Company's representative signing the contract or transaction must notify the members of the Board of Directors and Supervisors about the related subjects for

such transaction, contract and enclosed with the draft or essential details of the transaction. The Board of Directors decides the approval of the transaction within fifteen (15) days from the date of receiving the notification, except where the Company's Charter specifies a different deadline; members of the Board of Directors with related interests regarding the parties to the transactions or contracts shall not have voting rights.

14.2. Other contracts or transactions according to the Company's Charter and legal provisions (if any).

Article 15. Board of Directors' Responsibility to convene the Extraordinary meetings of the General Meeting of Shareholders

15.1. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

a. The Board of Directors deems necessary for the interest of the Company;

b. The number of remaining members of the Board of Directors or Supervisors is less than the minimum as prescribed by law;

c. At the request of shareholders or a group of shareholders as stipulated in Point 1, Clause 2, Article 20 of the Company's Charter, the request to convene a meeting of the General Meeting of Shareholders must be made in writing, stating the reason and purpose of the meeting and the contents as prescribed in Point m, Clause 2, Article 20 of the Company's Charter and must have sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must have sufficient signatures of the relevant shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and the Company's Charter.

15.2. Convene an Extraordinary meeting of the General Meeting of Shareholders:

Unless otherwise specified in the Company's Charter, The Board of Directors must convene the meeting within thirty (30) days from the occurrence of the case specified in Clause 15.1 of this Article. If the Board fails to do so, the Chairman and members of the Board are responsible for compensating the Company for damages incurred.

15.3. The convener of the meeting of the General Meeting of Shareholders must perform the following duties and tasks:

a. Prepare a list of shareholders eligible to attend the meeting of the General Meeting of Shareholders. The list of shareholders eligible to attend the General

Shareholders' Meeting shall be prepared no sooner than ten (10) days before the date of sending the invitation for the meeting.

The list of shareholders eligible to attend the General Shareholders' Meeting must include the full name, contact address, nationality, and legal identification number for individual shareholders; for corporate shareholders, it must include the company name, business registration number or legal identification document number, and the head office address; the number of shares of each class, shareholder's registration number and date of registration.

b. Provide information and resolve complaints related to the shareholder list;

c. Prepare the meeting agenda and content, and prepare relevant materials in accordance with the Company's regulations and applicable laws;

d. Draft the resolutions of the General Meeting of Shareholders in accordance with the proposed agenda; the list and detailed information of candidates if electing members for the Board of Directors or Board of Supervisors;

e. Determine the time and venue of the meeting;

f. Send the meeting invitations to each shareholder eligible to attend the meeting as per Article 25, Clause 4, Point f of the Company's Charter;

g. Perform other tasks serving the meeting of the General Meeting of Shareholders.

Article 16. Subcommittees Assisting the Board of Directors

16.1. The Board of Directors may establish subcommittees to be responsible for policies on development, human resources, remuneration, internal auditing, and risk management. The number of members in the subcommittee shall be determined by the Board of Directors and must consist of at least three (03) members, including members of the Board of Directors and external members. The independent members of the Board of Directors, or non-executive members of the Board of Directors, should make up the majority of the subcommittee, and one of them shall be appointed as the Head of subcommittee as the decision of the Board of Directors. The subcommittee's activities must comply with the regulations set by the Board of Directors. A resolution of the subcommittee shall only valid when the majority of members attend and vote for approval at the subcommittee's meeting.

16.2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with current legal regulations and the Company's Charter, Internal regulations on corporate governance of the Company.

Chapter IV

MEETING OF THE BOARD OF DIRECTORS

Article 17. Meetings and Conferences of the Board of Directors

17.1. Meetings and conferences of the Board of Directors include:

a. The Board of Directors organizes a meeting or conference (when necessary) to implement the resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors, major mechanisms, policies, or important tasks of the Company, certain units, or specific areas of operation;

b. Meeting of the Board of Directors in accordance with Article 18 of these Regulations ("**Board of Directors Meeting**").

c. Board of Directors meeting with the Executive Board (when necessary);

d. Periodically, when necessary or at the request of the Units, the Chairman of the Board of Directors or a member of the Board of Directors works with the Units at the Head Office or directly at the Units.

17.2. Frequency of meetings and conferences of the Board of Directors:

a. Regular meetings and conferences;

b. Extraordinary meetings, conferences.

17.3. Forms of organizing meetings and conferences of the Board of Directors:

a. In-person;

b. Online.

Article 18. Meeting of the Board of Directors

18.1. The Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within seven (07) working days from the conclusion of the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there are multiple members with the same highest number of votes or the same percentage of votes, the members will vote by majority to select one (01) person among them to convene the meeting of the Board of Directors.

18.2. The Board of Directors must meet at least once every quarter and can hold extraordinary meetings. The order and procedures for meetings are in accordance with the regulations herein and the Company's Charter.

18.3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:

a. At the request of the Board of Supervisors or Independent members of the Board of Directors;

b. At the request of the General Director or at least five (05) other managers;

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

d. Other cases as per the provisions of the Company's Charter and laws.

18.4. The request specified in Clause 18.3 of this Article must be made in writing, stating the purpose, issues to be discussed and decided within the Board of Directors' authority.

18.5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the receipt of the request as specified in Clause 18.3 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors will be responsible for any resulting damages to the Company; the requesting person may replace the Chairman of the Board of Directors and convene the meeting of the Board of Directors.

18.6. The Chairman of the Board of Directors or the convener must send the invitation notice at least three (03) working days before the meeting date (unless otherwise specified in the Company's Charter). The invitation notice must specify the time, venue, agenda, and issues to be discussed and decided. The invitation must include the meeting materials and the voting slips for members.

The notice may be sent by invitation letter, phone, fax, electronic means, or any other method according to the provisions of the Company's Charter, ensuring delivery to the contact address of each member of the Board of Directors registered with the Company.

18.7. The Chairman of the Board of Directors or the convener must send the invitation notice and the attached materials to the Supervisors as they are sent to Board members.

Supervisors have the right to attend meetings of the Board of Directors ; to discuss but not to vote.

18.8. A Board meeting is conducted when at least three-quarters (3/4) of the total members attend. If the quorum is not met in the meeting convened under the provisions of this Clause, the meeting is reconvened within seven (07) days from the originally scheduled date (unless the Company's Charter specifies a shorter period).

In this case, the meeting is conducted if more than half (1/2) of the members of the Board of Directors attend.

18.9. A member of the Board of Directors is considered to attend and vote in a meeting in the following cases:

a. Attend and vote in-person;

b. Authorize another person to attend and vote according to the provisions in Clause 18.11 of this Article and Section (ii), Point b, Clause 8.2, Article 8 of the Company's Internal regulations on corporate governance;

c. Attend and vote via online conference, electronic voting, or other electronic means;

d. Send voting slips to the meeting via mail, fax, or email;

e. Send voting slips by any other means specified in the Company's Charter.

18.10. In case voting slips are sent to the meeting via mail, the ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the meeting starts. The voting slips are only opened in the presence of all meeting attendees.

18.11. Members must attend all Board meetings. Members may authorize others to attend and vote if approved by the majority of the Board members.

18.12. Meetings of the Board of Directors may be held as online conferences between members of the Board of Directors when all or some members are in different locations, provided that each member can:

a. Hear each other Board member speaks during the meeting;

b. Speak to all other participants simultaneously.

Discussions can be held directly by phone or other communication means, or a combination of these methods. A member attending such a meeting is considered "attend". The meeting venue held under this regulation is the place where the majority of the Board members are, or where the Chairperson is.

Board resolutions approved in a meeting via phone or other communication means which were properly held and conducted are valid and effective immediately after the meeting, but must be prepared the minutes as per Article 19 of this Regulation.

18.13. Methods of passing resolutions of the Board of Directors:

a. In in-person or online meetings, members vote by voting slips, voice, raised hand, or any other suitable method for each issue after the Chairperson introduces

the topic and discussion is concluded. Voting statuses may be affirmative, negative, or abstention.

b. A resolution or decision of the Board of Directors is approved if it receives approval from the majority (over fifty percent (50%)) of the members attending the meeting with the affirmative votes. If the affirmative votes and negative votes are equal, the final decision will be made by the Chairperson or the person presiding over the meeting (if the Chairman of the Board of Directors is not presiding).

c. A resolution approved via written voting is passed based on the affirmative votes of the majority of members of the Board of Directors with voting rights in the voting slips. In the event the affirmative votes and negative votes are equal, the final decision will belong to the side with the opinion of the Chairman of the Board of Directors. This resolution has the same validity as one passed in a meeting.

18.14. Resolutions and decisions of the Board of Directors are mandatory for implementation across the Company. Resolutions and decisions must be copied and sent to units and individuals responsible for carrying them out, complying with, and coordinating their execution.

Article 19. Minutes of the Board of Directors' Meeting

19.1. Meetings of the Board of Directors must be documented in minutes, and may be recorded, transcribed, and kept in other electronic forms. The Corporate Governance Officer of the Company, the Company Secretary, or the member/individual attending the meeting appointed by the chairperson, is responsible for recording the minutes of the meeting. The minutes must be written in Vietnamese and may also be additionally written in another foreign language, including the following main contents:

a. Name, address of the head office, license number for establishment and operation, business code (if applicable);

b. Time and venue of the meeting;

c. Purpose, agenda, and content of the meeting;

d. Full names of members attending the meeting or authorized attendees, and the manner of their attendance; names of absent members and the reasons;

e. Issues discussed and voted at the meeting;

f. A summary of each member's opinion speech according to the process of the meeting;

g. Voting results, specify members having affirmative, negative, and abstention votes;

h. Issues approved and the voting percentage for approval;

i. Names and signatures of the chairperson and the minutes recorder, except as specified in clause 19.2 of this article. Additionally, the minutes may include signatures of members of the Board of Directors or their authorized representatives, upon the chairperson's request.

j. Other contents as stipulated in the Company's Charter, Internal regulations on corporate governance of the Company, and laws (if any).

19.2. In the case where the chairperson or Minutes recorder refuses to sign the minutes but all other members of the Board of Directors attending the meeting sign and the content meets the provisions of points a, b, c, d, e, f, g, and h of clause 19.1, this Minutes is valid.

19.3. The chairperson, Minutes recorder, and signatories are responsible for the accuracy and truthfulness of the contents in the minutes of the meeting of the Board of Directors.

19.4. The minutes of the meeting of the Board of Directors and materials used in the meeting must be kept at the Company's head office. The Chairman of the Board of Directors is responsible for directing the distribution of the minutes to the members, and these minutes shall serve as authentic evidence of the activities conducted during the meetings.

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

Article 20. Voting Rights of Members of the Board of Directors at the Meetings of the Board of Directors

20.1. Unless otherwise specified in clause 20.2 of this Article, each member of the Board of Directors attending the meeting (or an authorized representative as per the Company's Charter, Internal regulations on corporate governance of the Company) shall have one (01) vote.

20.2. A member of the Board of Directors with interest related regarding the parties in any contract or transaction is not entitled to vote on matters related to that contract or transaction.

20.3. In the event of an issue arising during the meeting of the Board of Directors related to the interests or voting rights of a member of the Board of Directors and that

member does not voluntarily abstain from voting, the Chairperson's decision is final, unless the interest's nature or scope of the relevant member of the Board of Directors has not been fully disclosed.

Any Board member benefiting from a contract or transaction as stipulated in Article 59 of the Company's Charter is considered to have a significant interest in that contract or transaction.

Article 21. Authority and Procedure for Obtaining Written Opinions of Members of the Board of Directors

21.1. In case of urgent matters that require the Company's action, and the Board of Directors cannot convene a meeting or can promptly resolve issues within the Board of Directors' authority without the need for a meeting, the Chairman of the Board of Directors shall decide to solicit written opinions from the members of the Board of Directors.

21.2. The Company Secretary or the Corporate Governance Officer, or another officer assigned by the Chairman of the Board of Directors, shall send all related documents to the members of the Board of Directors, along with a voting form for their opinion (via fax, email, or other appropriate methods). The voting form must include the main content as stipulated by law and the Company's Charter (if any).

21.3. Members of the Board of Directors must be responsible for returning their answered Voting Forms (with the signature of the member of the Board of Directors) to the Chairman of the Board of Directors/Vote Counting Division/Company Secretary/Corporate Governance Officer/officers assigned by the Chairman of the Board of Directors according to the period required in the Working Letter sent to the members of the Board of Directors for obtaining opinions (if any), or no later than three (03) business days after receiving the complete documents. Upon expiring the time limit, if a member of the Board of Directors fails to return the answered Voting Form to the Chairman of the Board of Directors/Vote Counting Division/ Corporate Governance Officer/Company Secretary/officers assigned by the Chairman of the Board of Directors as requested, such member shall be deemed to have no opinion on the matter to be voted on approving.

If a member of the Board of Directors authorizes another member to vote, the authorization must be notified prior to or simultaneously with the sending of the Voting Form to the Chairman of the Board of Directors.

21.4. The Vote Counting Division or Company Secretary, or officer assigned by the Chairman of the Board of Directors specified in clauses 21.2 and 21.3 of this Article shall be responsible for preparing the Minutes of the Vote Counting and the draft of

the Board of Directors' Resolution and submitting it to the Chairman of the Board of Directors for consideration.

21.5. The Vote Counting Minutes shall be prepared in Vietnamese and may also be in a foreign language (both versions have equal validity, and in case of discrepancies, the Vietnamese version shall prevail). The minutes must include the following main content:

a. Name, address of the head office, License number, issuance date, and issuance place of the Establishment and Operation License;

b. Purpose and issues on which opinions are sought to pass a resolution;

c. Total number of votes sent for the opinion;

d. Number of members of the Board of Directors voting and the total number of votes cast, distinguishing between valid and invalid votes;

e. Total votes in affirmative, negative, and abstentions for each issue;

f. Issues approved;

g. Full names and signatures of the Chairman of the Board of Directors, the Company Secretary, or the other officers assigned to count the votes, along with other participants in the vote count (if any).

21.6. The members participating in signing the Minutes of the Vote Counting for obtaining written opinions are responsible for the truthfulness and accuracy of the Minutes of the vote counting; and are jointly responsible for damages arising from decisions approved due to dishonest and inaccurate vote counting. The Minutes of the vote counting results along with the Resolution/Decision of the Board of Directors approved based on the vote counting results must be sent to the relevant members of the Board of Directors, Supervisors, General Director and Deputy General Director for coordination in implementation and supervision of implementation.

21.7. The answered Voting Forms, the Minutes of the vote counting, the full text of the approved Resolution and related documents enclosed the Voting Form must all be kept at the Company's head office for the retention period prescribed by law.

Chapter V

REPORTING AND DISCLOSURE OF BENEFITS

Article 22. Submission of Annual Reports

22.1. At the end of the fiscal year, the Board of Directors shall submit the General Meeting of Shareholders the following reports:

a. Report on the Company's Business performance;

b. The audited annual financial statements;

c. The report evaluating the Company's management and operation;

d. The appraisal report of the Board of Supervisors.

22.2. The reports specified in points a, b, and c of Clause 22.1 of this Article must be submitted to the Board of Supervisors for appraisal no later than thirty (30) days before the Annual General Meeting of Shareholders opens, unless the Company's Charter stipulates otherwise.

22.3. The reports specified in Clauses 22.1 and 22.2 of this Article, the Board of Supervisors' appraisal report, and the audit report must be kept at the Company's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter specifies a longer period. Shareholders owning shares of the Company for at least one (1) consecutive year have the right to directly examine the reports mentioned in this Article, either individually or with the assistance of lawyers, accountants, or certified auditors.

Article 23. Remuneration, bonuses, and other benefits of the Members of Board of Directors

23.1. Members of the Board of Directors are entitled to receive remuneration, bonuses, and other benefits based on the Company's performance and results, in compliance with legal regulations and related internal regulations.

23.2. Remuneration is calculated based on the number of days required to complete the tasks of members of the Board of Directors and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member based on consensus. The total remuneration, bonuses, and other benefits for the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

23.3. The remuneration of each member of the Board of Directors is accounted for as part of the Company's operating expenses according to corporate income tax laws, and it must be listed as a separate item in the Company's annual financial report and be reported to the General Meeting of Shareholders at the annual meeting.

23.4. The members of the Board of Directors holding executive positions or serving on subcommittees of the Board of Directors or performing other duties beyond the usual scope of duties of the member of the Board of Directors may receive additional compensation in the form of a fixed payment, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors in compliance with legal and internal regulations of the Company.

23.5. The members of the Board of Directors are entitled to reimbursement for all reasonable travel, meal, accommodation, and other expenses incurred in the performance of the members of the Board of Directors' duties, including costs related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its subcommittees.

23.6. The members of the Board of Directors may be provided with liability insurance by the Company after approval from the General Meeting of Shareholders. This insurance does not cover liabilities of the members of the Board of Directors related to violations of law or the Company's Charter.

Article 24. Disclosure of related benefits

The disclosure of interests and related persons of the Company shall be conducted according to the following regulations:

24.1. The members of the Board of Directors must disclose their related interests to the Company, including:

a. Name, business registration number, registered address, business lines, sector of enterprises in which they own contributed capital or share; ownership percentage and its holding period such contributed capital or share;

b. Name, business registration number, registered address, business lines, sector of enterprises in which their related persons jointly or separately own contributed capital or share of more than ten percent (10%) of the Company's charter capital.

24.2. The declaration specified in Clause 24.1 of this Article must be implemented within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

24.3. The members of the Board of Directors acting on behalf of themselves or others to perform any work in any form within the scope of the Company's business must explain the character and content of the work to the Board of Directors and may only proceed if approved by the majority of the remaining members of the Board of Directors; if the work is implemented without disclosure or approval by the Board of Directors, any income generated from such activities shall belong to the Company.

24.4. Other cases of interest disclosure and information disclosure must comply with the Company's Charter, internal regulations, and the law.

Chapter VI

DECENTRALIZATION, DELEGATION AND WORKING RELATIONSHIP, INSPECTION, AND SUPERVISION OF THE BOARD OF DIRECTORS

Article 25. Decentralization and Delegation of the Board of Directors

25.1. Principles of Decentralization and Delegation of Authority:

a. The Board of Directors decides on the Company's strategic matters, strategic goals, annual plans, management policies, and framework documents for key operations, or any issues that the Board of Directors deems necessary related to the management of the Company.

b. The Board of Directors decides on the authority, limits, and scope of decision-making of the General Director for the Company's activities, ensuring that the General Director can make timely decisions in the daily operations of the Company. The decentralization and delegation of authority are reflected in the Company's internal regulations or in written form, in accordance with legal regulations, as proposed by the General Director or in situations the Board of Directors deems necessary. In cases where the Board of Directors has not decentralized or delegated authority, the maximum limit for the General Director to resolve is the highest level permitted by law, the Company's Charter, and the Company's Financial Regulations.

c. The Chairman of the Board of Directors on behalf of the Board of Directors signs or authorizes the General Director or other members of the Board of Directors to sign documents to submit reports to competent authorities for decision on matters within the Board of Directors' duties and powers.

d. The General Director signs documents to submit reports to competent authorities for decisions on matters within the General Director's duties and powers or on matters already decentralized or delegated by the Board of Directors.

e. In cases of exceptional severity that could negatively affect the Company's reputation, stability, or lead to serious legal or ethical violations, the Board of Directors may intervene directly in matters that have been decentralized or delegated to the General Director.

f. The Executive Board plays a consultative role, is responsible for executing and implementing the Board of Directors' directives in the Company's professional and operational activities.

g. The General Director is the head of the executive apparatus, with the highest responsibility to the Board of Directors and the General Meeting of Shareholders for the Company's operations. The General Director proactively manages the

Company's activities, resolving tasks within the scope of legal functions, tasks, and powers according to the provisions of law, the Company's Charter, and internal regulations, while complying to governance and management principles stipulated in this Regulation.

h. The General Director is responsible for fully and promptly implementing reports as prescribed/requested by the Board of Directors or matters that the General Director deems the Board of Directors needs to know to ensure the Board of Directors fulfills its role and responsibility and optimizes the Company's operational efficiency.

25.2. For some specific matters:

a. Decisions on the decentralization of procurement of fixed assets, goods, and services shall be implemented according to the regulations and rules on the procurement of fixed assets, goods and services issued by the Board of Directors, the Company's Financial Regulations, and relevant resolutions or decisions of the Board of Directors.

b. Decisions on the decentralization related to borrowing activities shall be implemented in accordance with the Company's Financial Regulations and legal provisions.

c. Decisions on decentralization relating to margin trading and securities lending activities, advance payment for securities sales shall be implemented according to the Regulations and Rules on margin trading and securities lending activities, advance payment for securities sales issued by the Board of Directors and relevant legal provisions.

d. Decisions on decentralization relating to investment, securities trading, and underwriting activities shall be implemented according to the Regulations and Rules on investment, securities trading, and underwriting activities issued by the Board of Directors and relevant legal provisions.

e. Decisions regarding human resources work shall follow the Personnel Management rules issued by the Board of Directors.

f. Other decentralization matters shall follow the specific provisions of the Company's Charter, related Regulations, internal rules issued by the Board of Directors, the Company's Financial Regulations and applicable laws (if any).

25.3. Decentralization of plan approval:

a. The Board of Directors approves the development strategy, business strategy, and annual business plans for the entire Company and approves the assignment of annual business plan targets to Units within the Company.

b. The General Director is responsible for implementing the business plans to the Units based on the strategies and plans approved by the Board of Directors.

25.4. Decentralization in working and relationship development with State Agencies, Partners, and Media Agencies:

a. The Chairman of the Board of Directors and members authorized by the Chairman of the Board of Directors have the rights and obligations to represent the Board of Directors and the Company when working with State Agencies, external organizations, and individuals.

b. The Chairman of the Board of Directors represents the Company in meetings or events with senior leaders of higher-level authorities, relevant departments, major business partners or major clients, strategic clients and media agencies, etc. In case the Chairman of the Board of Directors cannot attend, another member of the Board of Directors or an Executive Board member will be assigned to do so. After attending, the members of the Board of Directors/Executive Board member must report the content of the meeting to the Chairman of the Board of Directors.

c. Important Company meetings must involve the participation and leadership of a member of the Board of Directors or an Executive Board member assigned to supervise the relevant work areas, and relevant staff. Relevant departments/divisions at the Headquarters are responsible for preparing the content and logistics for the meeting as directed by the host.

25.5. Decentralization on the other matters of the Board of Directors:

a. Documents submitted by the General Director to the Board of Directors for consideration and approval must meet administrative and legal procedures and include all related documents with comments from functional departments/divisions, and member units in accordance with applicable regulations, rules and business processes.

b. Issues arising in management that exceed the General Director's authority must be submitted to the Board of Directors.

c. Documents presented by the Executive Board to the Board of Directors for resolution must be signed by the General Director. In case the General Director is absent and unable to perform his/her duties, the Deputy General Director signing the documents and submitting directly to the Board of Directors must have prior authorization from the General Director.

d. The General Director submits to the Board of Directors to promulgate internal management regulations within the Board of Directors' authority according to the Company's Charter and other legal regulations.

Article 26. Principles of Coordination in the Working Relationship of the Board of Directors

Members of the Board of Directors must coordinate in the working relationship based on the following principles:

26.1. Always be loyal for the benefit of the Company;

26.2. Strictly comply with relevant legal provisions, the Company's Charter, and internal regulations;

26.3. Practice democracy, transparency, and openness;

26.4. Cooperate with the highest level of responsibility, honesty, cooperation, and regularly proactively coordinate to resolve any obstacles or difficulties (if any).

Article 27. Relationship among Members of the Board of Directors

27.1. The relationship among members of the Board of Directors is cooperative, and members must inform each other about related issues in the process of handling assigned work.

27.2. During the work process, the main responsible member of the Board of Directors should proactively coordinate if the matter involves the field under another member of the Board of Directors' responsibilities. If disagreements arise, the main responsible member reports to the Chairman of the Board of Directors for consideration and decision according to his/her authority or organizing a meeting or obtaining opinions from other members of the Board of Directors according to legal provisions, the Company's Charter, and Internal Regulations on Corporate Governance and this Regulation.

27.3. If there is a re-assignment of duties among members of the Board of Directors, they must handle relevant work, documents, and information. This handling must be made in writing and be reported to the Chairman of the Board of Directors.

Article 28. Relationship between the Board of Directors and the Executive Board

28.1. As part of governance, the Board of Directors issues resolutions and decisions for the General Director and the Executive Board to implement. At the same time, the Board of Directors inspects and supervises the execution of these resolutions and decisions.

28.2. The Board of Directors leads and monitors all activities of the Executives on the basis of creating the best conditions in terms of mechanisms, policies, human resources, and infrastructure to help them accomplish their tasks.

28.3. The Board of Directors shall objectively reward, discipline and handle violations of the Executives on the basis in accordance with the provisions of law, the Charter and the internal regulations of the Company.

28.4. Meetings of the Board of Directors and Executive Board:

a. During the Board of Directors meetings, the Chairman of the Board of Directors/meeting host, based on the meeting contents, decides on inviting additional Deputy General Directors or Heads/Deputy Heads of Departments/Divisions/Units in charge of related work areas to attend the meeting and report on specific work and give opinions (if necessary).

b. In regular or irregular Executive Board meetings or meetings related to important contents chaired by members of the Executive Board, the chairperson invites the Chairman of the Board of Directors or a relevant member of the Board of Directors to attend and direct (if any). The General Director must submit a report of the meeting's conclusions to the Chairman of the Board of Directors.

c. The Board of Directors organizes regular or irregular or thematic meetings (if necessary) with Managers, Executives, Executive Boards/ Departments/ Divisions/ Units to direct, inspect and supervise the implementation of the Resolution and tasks assigned by the Board of Directors. The Chairman of the Board of Directors shall preside over the meeting or assign a member of the Board of Directors to preside over.

28.5. Regime of Information and Reports of the Board of Directors and the Executive Board:

a. Resolutions and decisions of the Board of Directors are mandatory for execution. If issues arise during implementation that are unfavorable to the Company, the General Director can propose the Board of Directors to consider amending the resolution or decision. If the Board of Directors does not amend the resolution or decision, the General Director must still implement them but has the right to reserve opinions and make recommendations to the General Meeting of Shareholders or other competent agencies.

b. The Executive Board must plan, formulate and register specific plans and tasks in each period of the Company and report them to the Board of Directors.

c. The General Director is responsible for reporting to the Board of Directors on issues related to the Company's business operations and the implementation result of

the Board of Directors' resolutions/decisions monthly, quarterly, annually, and irregularly as requested by the Board of Directors.

d. Within seven (07) working days from the end of each month, quarter, and year, the General Director must send a written report on the Company's performance and future plans to the Board of Directors.

e. In addition to periodic reports, the Executive Board must directly report or provide information, reports directing the settlement related to the tasks assigned to be in charge and implementation as requested by the Board of Directors' members.

f. In case of risks or incidents that may have a major impact on the Company's reputation or operations or other matters deemed necessary, the Executive Board, Executives and Managers of the Company must immediately report to the Chairman of the Board of Directors and relevant members in charge of that work area of the Board of Directors for timely direction and resolution.

g. Documents of the General Director and Deputy General Directors on direction and administration related to the implementation of the State's undertakings and policies; the Board of Directors' resolutions and decisions; and documents guiding the implementation of the Board of Directors' regulations and mechanisms must be copied and submitted to the Chairman of Board of Directors and members of the Board of Directors.

h. The Executive Board is responsible for creating all favorable conditions for members of the Board of Directors to perform their assigned tasks, access information and report promptly.

Article 29. Relationship between the Board of Directors and the Board of Supervisors

29.1. The relationship between the Board of Directors and the Board of Supervisors is cooperative. The working relationship between the Board of Directors and the Board of Supervisors is based on the principle of equality and independence while coordinating and supporting each other in carrying out their duties.

29.2. Upon receiving the inspection minutes or general reports of the Board of Supervisors, the Board of Directors shall be responsible for researching and directing relevant departments to formulate plans and implement corrections promptly.

Article 30. Inspection and Supervision by the Board of Directors

The Board of Directors may inspect and supervise the Company's activities, if necessary, inspect and supervise the execution of Resolutions by the General

Meeting of Shareholders and the Board of Directors through various means, including but not limited to:

a. Through the Company's management information systems.

b. Through periodic or irregular reports.

c. Through direct work based on plans or urgent requests of the Board of Directors.

d. Through establishing audit teams for inspection, examination and verification.

e. Through other methods according to provisions of law and the Company's internal regulations.

Chapter VII

IMPLEMENTATION

Article 31. Validity

31.1. The Regulations on the Operation of the Board of Directors of Vietnam Bank for Industry and Trade Securities Joint Stock Company include 07 chapters and 32 articles, approved and promulgated by the Company's General Meeting of Shareholders in accordance with Resolution No. ___/2025/NQ-ĐHĐCĐ-CKCT dated November 18, 2025 and shall take effect from November 18, 2025. This Regulation replace the Regulations on the Operation of the Board of Directors, code QC.00.02.II, which was issued under the Resolution No. 01/2024/NQ-DHDCD-CKCT dated April 02, 2024 of the 2024 Annual General Meeting of Shareholders. Members of the Board of Directors, as well as all units and individuals related to Vietnam Bank for Industry and Trade Securities Joint Stock Company, are responsible for strictly adhering to and implementing the provisions of this Regulation.

31.2. Any matters not stipulated in these Regulations shall be governed by applicable laws, the Company's Charter (and its amendments or supplements, if any), the Internal Regulations on Corporate Governance, and other internal rules of the Company.

31.3. In the event of discrepancies between these Regulations and the provisions of applicable laws or the Company's Charter, the provisions of applicable laws or the Company's Charter shall prevail.

Article 32. Amendments and Supplements

Amendments, supplements, cancellation, or replacement of these Regulations shall be decided by the General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company based on proposals from the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

Tran Phuc Vinh

PROPOSAL FOR CHANGING THE NAME OF THE COMPANY

2025

Subbmit to: The General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("**Law on Enterprise**"), and its amendments, supplements and guiding documents on implementation;*
- *Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ("**Law on Securities**"), and its amendments, supplements and guiding documents on implementation;*
- *Decree No. 155/2020/ND-CP on December 31, 2020 of the Government detailing the implementation of a number of Articles of the Law on Securities ("**Decree 155**");*
- *Decree No. 168/2025/ND-CP on June 30, 2025 of the Government on Enterprise Registration ("**Decree 168**");*
- *Circular No. 121/2020/TT-BTC on December 31, 2020 of the Ministry of Finance on the operation of securities companies ("**Circular 121**");*

The **Board of Directors Vietnam Bank for Industry and Trade Securities Joint Stock Company ("the Company")** respectfully submits this Proposal to the General Meeting of Shareholders ("GMS") for consideration and approval of changing the Company name, as follows:

According to the current Establishment and Operation License, Business Registration Certificate, and the Charter of Organization and Operation of the Company, the full name of the Company is *"Vietnam Bank for Industry and Trade Securities Joint Stock Company"*. The Company's trading names in both Vietnamese and English (including full and abbreviated forms) are based on this name, specifically:

- Company name in Vietnamese/Full Vietnamese name/Vietnamese trading name: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam**
- Company name in English/Full English name: **Vietnam Bank for Industry and Trade Securities Joint Stock Company**
- Abbreviated Vietnamese trading name: **Công ty Chứng khoán Công thương**
- Abbreviated English trading name: **VietinBank Securities**

The name **"Viet Nam Bank for Industry and Trade Securities Joint Stock Company"** has been the official name of the Company since its equitization in 2009. However, at present, this name reveals several limitations:

✓ **Excessive length:** The full Vietnamese name contains 12 words and the English version 11 words, which causes inconvenience in use, especially when filling out documents, contracts, reports, and in media materials such as signage, websites, or social media platforms.

✓ **Descriptive rather than brand-oriented:** The phrase "Ngân hàng Công thương Việt Nam" or "Vietnam Bank for Industry and Trade Securities Joint Stock Company" mainly describes the company's origin, not its brand identity, and does not reflect the close linkage with the current "VietinBank" brand of the parent bank, especially in transactions with international partners who are familiar only with the "VietinBank" name.

✓ **Frequent confusion by clients and partners regarding the Company's name:** The current name is long and descriptive making it difficult for clients and partners to remember accurately; consequently, they often refer to the Company simply as CTS, its stock code, leading to inconsistency and weakening of brand recognition.

✓ **Not aligned with modern naming trends in the financial sector:** Leading securities companies now adopt concise and consistent naming conventions in the format "Securities Joint Stock Company + Parent Brand Abbreviation," such as SSI, BIDV Securities, MBS, FPTS, etc.

Based on the above limitations and in order to enhance the consistency of brand communication within the **VietinBank** ecosystem, the Company proposes to change its name as follows:

- Full Vietnamese name: **Công ty Cổ phần Chứng khoán VietinBank**
- Full English name: **VietinBank Securities Joint Stock Company**
- Abbreviated name: **VBSE**

(The Company's abbreviated Vietnamese name, VBSE, is consistent with the brand name approved by the Company's Board of Directors).

Advantages of the changed name:

✓ **Concise and easy to remember:** The Vietnamese name is reduced from 12 to 7 words, and the English name from 11 to 5 words, making it easier to use in communication, documentation, contracts, reports, signage, and media materials, while improving memorability among clients and partners.

✓ **Stronger brand identity:** The new name clearly defines the brand, directly linked it with "VietinBank," thereby inheriting the parent bank's existing brand recognition and the VietinBank ecosystem, while also demonstrating modernization and agility in brand positioning.

✓ **Facilitates integrated brand identity and communication:** The new name supports consistent application in logo design, brand identity system, forms, materials, signage, and communication tools, enhancing professionalism and brand recognition both domestically and internationally.

✓ **Aligned with modernization and international integration trends in the financial market.**

Corresponding to the change of the Company's name, the relevant contents in Company's Charter on Organization and Operation, as well as all references to the Company name in the Company's Charter on Organization and Operation, Internal Regulation on Corporate Governance, Regulation on operation of the Board of Directors, and Regulation on organization and operation of the Board of Supervisors need to be amended and updated accordingly.

Accordingly, pursuant to the authority of the General Meeting of Shareholders under the Law on Enterprises and the Company's Charter, the Board of Directors respectfully submits to GMS for approval the following:

(i) Approval of changing the name of the Company as follows:

- Company Full Vietnamese name: **Công ty Cổ phần Chứng khoán VietinBank**
- Company Full English name: **VietinBank Securities Joint Stock Company**
- Abbreviated name: **VBSE**

(ii) Approval of amendments to Clause 1, Article 2 of the Company's Charter corresponding to the change of name as follows:

Amended Article/Clause	**Current Charter Provision**	**Amended and supplemented Charter Provision**
Clause 1, Article 2 – Name, legal forms, head office, operating network and term of operation of the Company	1. Company name: a. Company Full name in Vietnamese: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam** b. Company Full name in English: **Vietnam Bank for Industry and Trade Securities Joint Stock Company** c. Vietnamese transaction name: **Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam** d. Abbreviated name in Vietnamese: **Công ty Chứng khoán Công thương** e. Abbreviated name in English: **VietinBank Securities/Industry and Trade Securities Company** f. Stock symbol: **CTS**	1.**Company name:** a. Company Full name in Vietnamese: **Công ty Cổ phần Chứng khoán VietinBank** b. Company Full name in English: **VietinBank Securities Joint Stock Company** c. Abbreviated name: **VBSE** d. Stock code: **CTS**

(iii) Approval of amendments to all references to the Company name in the Company's Charter on Organization and Operation, Internal Regulation on Corporate Governance,

Regulation on operation of the Board of Directors, and Regulation on organization and operation of the Board of Supervisors in accordance with the new Company name stated in item (i) above.

(iv) The General Meeting of Shareholders:

- Authorizes and assigns the Board of Directors/Supervisors of the Company to approve the amended, supplemented and fully consolidated versions according to items (ii) and (iii) above and promulgate the Company's Charter on Organization and Operation, Internal Regulation on Corporate Governance, Regulation on operation of the Board of Directors, and Regulation on organization and operation of the Board of Supervisors under the new Company name, after receiving approval from competent State authorities on changing the Company name as prescribed by the law.
- Authorizes and assigns the Board of Directors to decide, approve, and implement all necessary tasks and procedures related to the change of the Company's name, amendment of the Establishment and Operation License and Business Registration Certificate, and adjustment of relevant information with competent authorities in accordance with applicable laws.

Respectfully submitting to the General Meeting of Shareholders for approval.

Hanoi, October 28, 2025

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

Tran Phuc Vinh

PROPOSAL ON DISMISSAL AND ADDITIONAL ELECTION OF THE MEMBER TO THE COMPANY'S BOARD OF DIRECTORS

2025

Respectfully submitted to: General Meeting of Shareholders of Vietnam Bank for Industry and Trade Securities Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and guiding documents on implementation;*
- *Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements and guiding documents on implementation;*
- *Charter on Organization and Operation and the Internal Regulation on Corporate Governance of Vietnam Bank for Industry and Trade Securities Joint Stock Company*
- *Resignation letter from Ms. Bui Thi Thanh Thuy from the position of Member of the Board of Directors of the Company, effective from November 18, 2025;*
- *The nomination application of candidates for additional election as a Member of the Company's Board of Directors submitted by authorized representatives of the institutional shareholder, Vietnam Joint Stock Commercial Bank for Industry and Trade (and accompanying documents,dossiers).*

The Board of Directors (BOD) of VietinBank Securities respectfully submits to the General Meeting of Shareholders (GMS) for approval the following contents:

1. Approval of the dismissal of Ms. Bui Thi Thanh Thuy from the position of Member of the Company's BOD from November 18, 2025.
2. Approval of the additional election of members of the Company's Board of Directors with the following contents:
   - The number of additional members to be elected to the Company's BOD is 01 (one) member.
   - The term of the additional members and the independent members of the Board of Directors shall start from November 18, 2025 to April 9, 2029.
3. Approval of the list of candidates to be submitted to the General Meeting of Shareholders for the additional election to the Company's Board of Directors as follows:

No.	Full name	Current position, job	Expected position to be elected
1.	Tran Thu Trang	Head of Compliance Management Department –	Member of Board of Directors

No.	Full name	Current position, job	Expected position to be elected
		Legal and Compliance Division – Vietnam Joint Stock Commercial Bank for Industry and Trade	

(The candidates' information sheets nominated for the additional election to the BOD of VietinBank Securities are attached to this Proposal)

Respectfully submitting to the General Meeting of Shareholders for approval.

Hanoi, November 17, 2025

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

(Signed)

Tran Phuc Vinh

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

BẢN THÔNG TIN CÁ NHÂN

1. Họ và tên: TRẦN THU TRANG Giới tính: Nữ
2. Ngày, tháng, năm sinh: 24/11/1980
3. Nơi sinh: Hà Nội
4. Quốc tịch: Việt Nam
5. Số Căn cước công dân: Ngày cấp: Nơi cấp:
6. Nơi đăng ký hộ khẩu thường trú:
7. Chỗ ở hiện tại:
8. Trình độ chuyên môn: Cử nhân kinh tế.
9. Nghề nghiệp: Cán bộ Ngân hàng TMCP Công thương Việt Nam.
10. Tên và địa chỉ pháp nhân mà mình đại diện, tỷ lệ vốn góp được đại diện *(trường hợp là người đại diện phần vốn góp của cổ đông pháp nhân)*: Người đại diện 30% phần vốn của Ngân hàng TMCP Công thương Việt Nam tại Công ty Cổ phần Chứng khoán Ngân hàng Công thương Việt Nam (Công ty) kể từ ngày 18/11/2025. Cụ thể:
    - Tên pháp nhân đại diện: Ngân hàng TMCP Công thương Việt Nam.
    - Địa chỉ: Số 108 Trần Hưng Đạo, phường Cửa Nam, Thành phố Hà Nội.
    - Tỷ lệ vốn góp được đại diện kể từ ngày 18/11/2025: 30% phần vốn của Ngân hàng TMCP Công thương Việt Nam tại Công ty, tương ứng 22,691% vốn điều lệ Công ty.
11. Số lượng, tỷ lệ cổ phần nắm giữ tại các công ty chứng khoán (liệt kê cụ thể): Không có.
12. Quá trình đào tạo chuyên môn:

Thời gian	Nơi đào tạo	Chuyên ngành đào tạo	Bằng cấp
1998 - 2002	Đại học Kinh Tế Quốc Dân	Tài chính ngân hàng	Cử nhân – hệ chính quy
2016 - 2019	Đại học Luật	Luật	Văn bằng 2

13. Quá trình làm việc:

Thời gian	Nơi làm việc	Vị trí công việc
17/12/2002 - 15/01/2004	Sở Giao dịch I, Ngân hàng TMCP Công thương Việt Nam	Nhân viên tín dụng, Phòng Kinh doanh, Sở Giao dịch I
16/01/2004 - 31/10/2005	Sở Giao dịch I, Ngân hàng TMCP Công thương Việt Nam (nay là Chi nhánh Hà Nội)	Nhân viên Quan hệ khách hàng, Phòng Khách hàng số 1, Sở Giao dịch I
01/11/2005 - 14/05/2012	Trụ sở chính Ngân hàng TMCP Công thương Việt Nam	Chuyên viên Quan hệ khách hàng, Phòng Khách hàng doanh nghiệp lớn
15/05/2012 - 14/01/2013	Trụ sở chính Ngân hàng TMCP Công thương Việt Nam	Tổ trưởng Tổ Tín dụng Phòng Khách hàng doanh nghiệp lớn, Phòng Khách hàng doanh nghiệp lớn.
15/01/2013 - 14/04/2013	Trụ sở chính Ngân hàng TMCP Công thương Việt Nam	Phó phòng Kiểm soát và phê duyệt khoản tín dụng, Phòng Kiểm soát và phê duyệt khoản tín dụng
15/04/2013 - 26/05/2015	Trụ sở chính Ngân hàng TMCP Công thương Việt Nam	Phó phòng Phê duyệt tín dụng - Phòng phê duyệt tín dụng
27/05/2015 - 01/11/2022	Trụ sở chính Ngân hàng TMCP Công thương Việt Nam	Phó phòng Khách hàng doanh nghiệp Vừa và Nhỏ - Phòng Khách hàng doanh nghiệp Vừa và Nhỏ - Khối Khách hàng doanh nghiệp Ngân hàng TMCP Công thương Việt Nam, Kiêm nhiệm Thành viên Ban Kiểm soát Oceanbank từ năm 2016 đến 2024.
02/11/2022 - 30/06/2025	Ngân hàng TMCP Công thương Việt Nam - Chi nhánh Ba Đình	Phó Giám đốc Ngân hàng TMCP Công thương Việt Nam - Chi nhánh Ba Đình
01/07/2025 đến nay	Trụ sở chính Ngân hàng TMCP Công thương Việt Nam	Trưởng Phòng Quản lý tuân thủ - Khối Pháp chế và tuân thủ - Ngân hàng TMCP Công thương Việt Nam

14. Các chức danh quản lý khác (bao gồm cả chức danh thành viên Hội đồng quản trị hoặc Hội đồng thành viên của công ty khác): Không có.

15. Năng lực hành vi dân sự: Đầy đủ năng lực hành vi dân sự.

16. Lợi ích có liên quan tới Công ty và các bên có liên quan của Công ty:

Tôi xin cam kết:

- Đáp ứng đầy đủ các tiêu chuẩn, điều kiện để giữ chức danh Thành viên Hội đồng quản trị Công ty Chứng khoán Công thương (Công ty/VietinBank Securities) từ ngày 18/11/2025.
- Không vi phạm các quy định của pháp luật trong lĩnh vực chứng khoán và thị trường chứng khoán.
- Thông báo cho VietinBank Securities về bất kỳ thay đổi nào liên quan đến nội dung đã kê khai tại Bản thông tin cá nhân này phát sinh trong thời gian từ khi cung cấp/công bố thông tin đến khi tổ chức Đại hội đồng cổ đông bất thường năm 2025 ngày 18/11/2025 của Công ty.
- Cam kết thực hiện nghĩa vụ một cách trung thực, cẩn trọng và vì lợi ích cao nhất của Công ty nếu được bầu làm Thành viên Hội đồng quản trị Công ty tại cuộc họp Đại hội đồng cổ đông bất thường năm 2025 tổ chức ngày 18/11/2025 của Công ty.

Tôi cam kết và chịu trách nhiệm về tính chính xác, trung thực của các nội dung nêu trên.

Hà Nội, ngày 17 tháng 11 năm 2025

Người khai

Trần Thu Trang