CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETINBANK ***VIETINBANK 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*: 0107.03/2026/CBTT-VBSE07+12 *V/v: Công bố thông tin Điều lệ Tổ chức và Hoạt động của Công ty* *Ref: Information disclosure of the Company's Charter on Organization and Operation*	*Hà Nội, ngày 01 tháng 07 năm 2026* *Hanoi, July 07,2026*

CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETINBANK
Digitally signed by CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETINBANK
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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 VietinBank**

   The Organization name: ***VietinBank 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 VietinBank (Công ty/VBSE) công bố Điều lệ Tổ chức và Hoạt động của Công ty được sửa đổi theo Nghị quyết ĐHĐCĐ thường niên 2026 số 01/2026/NQ-ĐHĐCĐ-VBSE ngày 21/04/2026 và Nghị quyết Hội đồng quản trị Công ty số 110/2026/NQ-HĐQT-VBSE ngày 30/06/2026.

VietinBank Securities Joint Stock Company (the Company/VBSE) announces the Charter on Organization and Operation of the Company amended in accordance with Resolution of 2026 Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ-VBSE on April 21,2026 and the Resolution of the Board of Directors No. 110/2026/NQ-HĐQT-VBSE dated June 30, 2026.

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 01/07/2026 tại đường dẫn: https://www.vbse.vn/co-dong/vbse-cbtt-dieu-le-to-chuc-va-hoat-dong-cua-cong-ty-vbse-information-disclosure-of-the-companys-charter-on-organization-and-operation

This information was published on the Company's website on July 01, 2026 as in the link: https://www.vbse.vn/co-dong/vbse-cbtt-dieu-le-to-chuc-va-hoat-dong-cua-cong-ty-vbse-information-disclosure-of-the-companys-charter-on-organization-and-operation/

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.

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:

Điều lệ Tổ chức và Hoạt động Công ty Cổ phần Chứng khoán VietinBank được sửa đổi tháng 06/2026/ Charter on Organization and Operation of the Company amended in June, 2026

ĐẠI DIỆN TỔ CHỨC
ORGANIZATION REPRESENTATIVE
NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT
LEGAL REPRESENTATIVE
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
CHAIRMAN OF THE BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETINBANK

Trần Phúc Vinh/ *Tran Phuc Vinh*

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER

ON THE ORGANIZATION AND OPERATION
OF VIETINBANK SECURITIES JOINT STOCK COMPANY
(Amended in June, 2026)

Hanoi, June 2026

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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 December 31, 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 the 2026 Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ-VBSE dated April 21, 2026 of VietinBank Securities Joint Stock Company;*
- *Resolution No. 110/2026/NQ-HĐQT-VBSE dated June 30, 2026 of the Board of Directors of VietinBank 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 VietinBank 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"** include the Chairman of the 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. 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 symbol: CTS

2. Legal form of the Company:

VietinBank 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: Ist 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 2,722,449,390,000** *(Two trillion, seven hundred twenty-two billion, four hundred forty-nine million, three hundred ninety thousand dongs).*

Article 11. Classes of shares

1. Total charter capital is divided into **272,244,939** *(Two hundred seventy-two million two hundred forty-four thousand nine hundred thirty-nine)* **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 **272,244,939** *(Two hundred seventy-two million two hundred forty-four thousand nine hundred thirty-nine)* **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. VietinBank 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 VietinBank 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 candidates 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 candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group formation before the opening 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 candidates 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's 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 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 l, 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 this Charter and the provisions of law.

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 General Meeting of Shareholders shall be prepared not sooner than ten (10) 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, and legal identification number 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, and prepare relevant materials in accordance with Company's regulations and applicable laws;

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

e. Determine the time and venue of the meeting;

f. Send meeting invitations to each eligible shareholder to attend the meeting 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 in support 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, Personal Identification number, 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 consularly 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 attendecs 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 approve 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 of 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 adopt resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to adopt 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 resolutions 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, mid-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 timing of private bonds offering by 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 on the Company's repurchase of no more than ten percent (10%) of the total number of each class of shares sold within a twelve (12) month period 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's Charter;

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

i. To approve purchase, sale, loan, lending contracts, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets 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 Members' Councils 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 adopt 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 to submit to the General Meeting of Shareholders in accordance with the law; and to decide on the issuance of these Regulations after they have been adopted by the General Meeting of Shareholders and disclosed 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 among 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, Person in Charge of Corporate Governance and other managers of the Company;

z. To appoint the person in charge of corporate governance of the Company;

aa. To treat all shareholders equally and respect the legitimate interests of Company's stakeholders;

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

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

dd. To execute the dividend payment to shareholders in accordance with the provisions of law after approval by the Annual General Meeting of Shareholders;

ee. 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 shall adopt resolutions and decisions by voting at meetings, by written opinions or by using electronic telecommunications devices and information technology. Each member of the Board of Directors shall have 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 approved the 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, trade 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 provide clear opinions on issues discussed at the meeting;

(v) Promptly, fully and accurately notify the Company of any enterprises in which members of the Board of Directors or 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 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 and disclose information when conducting transactions in 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, its subsidiaries, or 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; as well as 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) Each Independent Member of the Company's Board of Directors must prepare an evaluation report on the Board of Directors' performance in accordance with the Law on Securities and relevant regulations;

(x) 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 point in time.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and 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 review 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 disclosed 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 or the Members' Council 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

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

1. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer meets the conditions specified in Clause 1 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date such conditions are no longer met. The Board of Directors must report the case where an independent member of the Board of Directors no longer meets the conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receiving the notice from the relevant independent member of the Board of Directors.

2. 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, or removed by the Board of Directors from among its members.

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 materials for meetings; 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 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;

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's 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. In case the Chairman of the Board of Directors is absent or unable to perform their duties, the Chairman shall authorize another member in writing to exercise the rights and fulfill the responsibilities of the Chairman in accordance with the principles prescribed herein, the Company's internal regulations (if any) and relevant laws, while notifying the remaining members of the Board of Directors and the General Director of such authorization. In case the authorized person is not found or the Chairman dies, goes missing or is detained, serves a prison sentence, administrative measures at a compulsory detoxification facilities or education facilities, escapes from the residing place, has restricted or lost civil act capacity or has difficulties in judgment or self-control, 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 Board of Directors. This meeting is convened and chaired 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 shall hold meetings at least once every quarter and may hold extraordinary meetings. 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 decided 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 damages caused to the Company; the requesting person shall have the right to convene the meeting of the Board of Directors in lieu of the Chairman.

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 before the meeting date. The invitation must define specifically the time and venue of the meeting, agenda, issues to be discussed and decided. The invitation must include the meeting materials 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 when at least three-fourths (3/4) of the total number of members are present. 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 more than half (1/2) of the total members of the Board of Directors are present.

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 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 agree votes and disagree votes are equal, the final decision

shall belong to the side with the opinion of the Chairman of the Board of Directors or the Chairperson 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 agree votes and disagree 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 attending member in chronological order of the meeting;

(vii) Voting results, which specify the members agree, disagree and no comment;

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

(ix) Full name and signature of the Chairperson 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 Chairperson of the meeting.

b. In case the Chairperson 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, human resource, remuneration, internal auditing, 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's meeting;

b. The implementation of resolutions of the Board of Directors, or its subcommittees must comply with current legal regulations and the Company's 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;

e. Not concurrently hold other jobs in the 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 Directors 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 their related parties;

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, was unanimously approved by the General Meeting of Shareholders of VietinBank Securities Joint Stock Company in accordance with the Resolution of the 2026 Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ-VBSE dated April 21, 2026 of VietinBank Securities Joint Stock Company in Hanoi. The General Meeting of Shareholders has ratified the full text of this Charter, which shall take full effect from the date of approval. The contents relating to the charter capital and the number of shares were amended in accordance with Resolution No. 01/2026/NQ-ĐHĐCĐ-VBSE of the Company's 2026 Annual General Meeting of Shareholders dated April 21, 2026 and Resolution No. 110/2026/NQ-HĐQT-VBSE dated June 30, 2026 of the Company's Board of Directors.

2. This Charter is made in two (02) originals 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 June 30, 2026, replacing all Charters of the Company previously approved by the General Meeting of Shareholders. The organization and operation of VietinBank 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

CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETINBANK

Tran Phuc Vinh