CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
Digitally signed by CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
DN: C=VN, S=THÀNH PHỐ HỒ CHÍ MINH, CN =CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG, OID.0.9.2342.19200300.100.1.1=MST:0304814339
Reason: I am the author of this document
Location:
Date: 2026.04.10 19:43:04+07'00'
Foxit PDF Reader Version: 2023.2.0

CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG **TIEN PHONG SECURITIES CORPORATION**	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc** **THE SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom - Happiness**
Số: 12/2026/TPS-CBTT No: 12/2026/TPS-CBTT	*Tp. HCM, ngày 10 tháng 04 năm 2026* *Ho Chi Minh City, April 10, 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:
- **Ủy ban Chứng khoán Nhà nước/** ***The State Securities Commission;***
- **Sở giao dịch Chứng khoán Việt Nam/** ***Vietnam Stock Exchange;***
- **Sở Giao dịch Chứng khoán Tp. Hồ Chí Minh/** ***Ho Chi Minh City Stock Exchange;***
- **Sở Giao dịch Chứng khoán Hà Nội/** ***Hanoi Stock Exchange.***

1. **Tên tổ chức /** ***Name of organization*****: CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG (TPS) /** ***Tien Phong Securities Corporation (TPS)***

   Mã chứng khoán/Mã thành viên / *Stock code/Broker code*: ORS

   Địa chỉ / *Address*: Tầng 7, Tòa nhà Doji, Số 81-83-85 Hàm Nghi, Phường Sài Gòn, TP. HCM / *7th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Sai Gon Ward, HCMC.*

   Điện thoại / Telephone: 028.39118014 Fax: 028.39118015

   E-mail: tpbs@tpbs.com.vn

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

   Công ty công bố thông tin tài liệu họp Đại Hội Đồng Cổ Đông thường niên năm 2026 được cập nhật ngày 10/04/2026 / *The Company discloses the materials for the 2026 Annual General Meeting of Shareholders updated on April 10, 2026.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 10/04/2026 tại đường dẫn / *This information was published on the company's website on April, 2026, as in the link*:

   https://www.tpbs.com.vn/vi/thong-tin-tps/quan-he-co-dong/thong-tin-co-dong/tps-tai-lieu-hop-dai-hoi-dong-co-dong-thuong-nien-nam-2026-cap-nhat?postId=2738

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố / *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

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

Người được ủy quyền công bố thông tin /
Person authorized to disclose information

CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG

NGUYỄN TRÁT MINH PHƯƠNG

Nơi nhận / Recipient:

- Như đề gửi / *As submitted*;
- Lưu / *Archives*: VT.

Tài liệu đính kèm / Attached documents:

- *Tài liệu họp Đại Hội Đồng Cổ Đông thường niên năm 2026 cập nhật/ Updated documents for the 2026 Annual General Meeting of Shareholders.*

TIEN PHONG SECURITIES CORPORATION

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Time: 08:00 April 22, 2026

Venue: 4th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Saigon Ward, Ho Chi Minh City

No	Agenda	Time
I	**Reception and registration of attending shareholders, verification of shareholder eligibility**	08:00 - 08:30
II	**Opening Ceremony**	08:30 - 09:00
1	Opening the meeting and introduction of attendees.	
2	Reporting the results of shareholder eligibility verification.	
3	Opening speech.	
4	Introduction and approval by voting of the Presidium and the Secretary Board.	
5	Approval of the Rules of Procedure for the 2026 Annual General Meeting of Shareholders.	
6	Introduction and approval by voting of the Vote Counting Board.	
7	Approval of the agenda and contents of the 2026 Annual General Meeting of Shareholders.	
III	**Meeting Contents**	09:00 - 10:00
	Presentation and approval of the following contents: - Presentation and approval of the Board of Directors' reports; - Presentation and approval of the Board of Supervisors' reports; - Presentation and approval of the 2025 business performance report and 2026 business plan by the Executive Board; - Presentation and approval of the 2025 audited financial statements, the report on the use of proceeds from the 2025 private placement, and the report on the contributed charter capital of the Company; - Presentation and approval of the 2025 profit distribution plan; - Presentation and approval of the amendment, supplementation, and issuance of certain documents within the authority of the General Meeting of Shareholders; - Presentation and approval of the change of the head office location and changes in the Company's branches; - Presentation and approval of the Company's 2026 bond issuance/ offering plan; - Presentation and approval of the amendment, supplementation, and issuance of certain other documents within the authority of the General Meeting of Shareholders; - Presentation and approval of the new Regulations on the Operation of the Board of Supervisors.	
IV	**Discussion and voting on the contents**	10:00 - 10:30
V	**Election program for members of the Board of Directors, members of the Board of Supervisors for the term 2026-2031**	10:30 - 11:15
VI	**Breaks and vote counting**	11:15 - 11:30
VII	**Announcement of voting results and election results**	11:30 - 11:45
VIII	**Meeting Summary**	11:45 - 12:00
1	Approval of the Minutes and the Resolution of the AGM 2026.	
2	Closing the meeting.	

TIEN PHONG SECURITIES

SAMPLE

TIEN PHONG SECURITIES CORPORATION
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VOTING BALLOT

Shareholder/Authorized Representative of Shareholder	:	
Voting ballot code	:	
Number of shares directly owned	:	**shares**
Number of shares represented	:	**shares**
Total voting shares	:	**shares**
Total voting ballots	:	**ballots**

Voting Opinions at the 2026 Annual General Meeting of Shareholders of Tien Phong Securities Corporation (the "**Company**"):

No.	MATTER FOR VOTING	VOTING OPTIONS *Please mark "X" in one box only* (*)		
		Approve	**Not approve**	**Abstain**
1	Approval of the Report on the 2025 performance and 2026 plan of the Board of Directors (as detailed in Report No. 01/BC-TPS.HDQT dated March 30, 2026).	☐	☐	☐
2	Approval of the Report on the utilization of the 2024 budget and the 2025 budget plan of the Board of Directors (as detailed in Report No. 02/BC-TPS.HDQT dated March 30, 2026).	☐	☐	☐
3	Approval of the Report on the performance of the Independent Member of the Board of Directors and the evaluation of the Board of Directors' Activities in 2025 (as detailed in Report No. 03/BC-TPS.HDQT dated March 30, 2026).	☐	☐	☐
4	Approval of the Report of the Executive Board on 2025 business results and the 2026 business plan (as detailed in Report No. 01/BC-TPS.BDH dated March 30, 2026).	☐	☐	☐
5	Approval of the Report on the 2025 performance and 2026 plan of the Board of Supervisors (as detailed in Report No. 01/BC-TPS.BKS dated March 30, 2026).	☐	☐	☐
6	Approval of the Report on the utilization of the 2024 budget and the 2025 budget plan of the Board of Supervisors (as detailed in Report No. 02/BC-TPS.BKS dated March 30, 2026).	☐	☐	☐
7	Approval of the 2025 Financial Statements, the Report on the Use of Proceeds from the Private Placement of Shares, and the Report on the Contributed Charter Capital of the Company, as audited (as detailed in Proposal No. 01/2026/TTr-TPS.HDQT dated April 10, 2026).	☐	☐	☐

Continue to the following page

8	Approval of the 2025 Profit Distribution Plan (as detailed in Proposal No. 02/2026/TTr-TPS.HDQT dated March 30, 2026).	☐	☐	☐
9	Approval of the change of the Company's head office location and branch information (as detailed in Proposal No. 03/2026/TTr-TPS.HDQT dated March 30, 2026).	☐	☐	☐
10	Approval of the amendment, supplementation, and issuance of certain documents under the authority of the General Meeting of Shareholders (as detailed in Proposal No. 04/2026/TTr-TPS.HDQT dated March 30, 2026).	☐	☐	☐
11	Approval of the Company's plan for bond issuance/offering with a total issuance limit of VND 3,000 billion (as detailed in Proposal No. 05/2026/TTr-TPS.HDQT dated March 30, 2026).	☐	☐	☐
12	Approval of the selection of an independent auditing firm for the Company (as detailed in Proposal No. 01/2026/TTr-TPS.BKS dated March 30, 2026).	☐	☐	☐
13	Approval of the issuance of the new Regulations on the Operation of the Board of Supervisors (as detailed in Proposal No. 02/2026/TTr-TPS.BKS dated March 30, 2026).	☐	☐	☐

---//---

{%P_FILENAME}

{P_MSBS}

QR Code

Ho Chi Minh City, April 22, 2026

Shareholder/Authorized Representative of Shareholder

(Sign and write full name)

{FULLNAME}

Notes:

- *The shareholder must mark "X" in only one box for each matter.*
- *If the shareholder does not mark any box, or marks more than one box for a matter, the vote shall be deemed as "Abstain" for that matter.*
- *Shareholders having related interests in any matter shall not be entitled to vote on such matter. In this case, the corresponding number of voting ballots shall not be counted in the total number of valid votes, and the shareholder's voting choice (if any) shall not be included in the voting result for that matter.*

TIEN PHONG SECURITIES CORPORATION

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

SAMPLE

ELECTION CARD

MEMBER OF THE BOARD OF DIRECTORS FOR THE TERM 2026-2031

Shareholders / Shareholders' Representatives	:	**{FULLNAME}**
Election card number	:	**{MSBQ}**
Number of shares directly owned	:	**{SHAREHOLDERVALUE}**
Number of representative shares owned	:	**{AUTHVALUE} stake**
Total number of voting shares	:	**{SHAREVALUE}**
Number of members of the Board of Directors to be elected	:	**{V_COUNT1}**
Total number of votes (*Total number of voting shares * Number of members of the Board of Directors to be elected*)	:	**{TOTALVALUE} votes**

Voting to elect members of the Board of Directors at the Annual General Meeting of Shareholders held on April 22, 2026 of Tien Phong Securities Corporation (the "**Company**"):

No.	Candidate's full name	Candidate title	Vote (*)
1	(Mr. / Mrs.)	Member of the Board of Directors	
2	(Mr. / Mrs.)	Member of the Board of Directors	
3	(Mr. / Mrs.)	Member of the Board of Directors	
4	(Mr. / Mrs.)	Member of the Board of Directors	
5	(Mr. / Mrs.)	Independent Member of the Board of Directors	

---//---

{%P_FILENAME}

{P_MSBS}

QR Code

Ho Chi Minh City, April 22, 2026

Shareholders / Shareholders' Representatives

(Signature and full name)

{FULLNAME}

(*) **Shareholders shall vote by one of the following two methods:**

(1) **Write the specific number of votes in the corresponding box(es) with the name(s) of the candidate(s):** Shareholders have the right to use all or part of their total votes to vote for one or more candidates. Shareholders write the number of votes for each candidate in the corresponding box with the candidate's name. The total number of votes cast by the shareholder for the candidate(s) must not exceed the total number of votes the shareholder is entitled to; or

(2) **Mark "X" in the corresponding box(es) with the name(s) of the candidate(s):** Shareholders have the right to mark "X" in one or more boxes to vote for one or more candidates. The number of votes for each candidate will be calculated by dividing the total number of votes by the number of candidates elected, rounded down to the nearest whole vote.

Election cards voted by shareholders using either of the two methods above shall be considered valid.

TIEN PHONG SECURITIES

SAMPLE

TIEN PHONG SECURITIES CORPORATION

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

ELECTION CARD

MEMBER OF THE BOARD OF SUPERVISORS FOR THE TERM 2026-2031

Shareholders / Shareholders' Representatives	:	**{FULLNAME}**
Election card number	:	**{MSBQ}**
Number of shares directly owned	:	**{SHAREHOLDERVALUE}**
Number of representative shares owned	:	**{AUTHVALUE} stake**
Total number of voting shares	:	**{SHAREVALUE}**
Number of members of the Board of Supervisors to be elected	:	**{V_COUNT1}**
Total number of votes (*Total number of voting shares * Number of members of the Board of Supervisors to be elected*)	:	**{TOTALVALUE} votes**

Voting to elect members of the Board of Supervisors at the Annual General Meeting of Shareholders held on April 22, 2026 of Tien Phong Securities Corporation (the "**Company**"):

No.	Candidate's full name	Candidate title	Vote (*)
1	(Mr. / Mrs.)	Member of the Board of Supervisors	
2	(Mr. / Mrs.)	Member of the Board of Supervisors	
3	(Mr. / Mrs.)	Member of the Board of Supervisors	

---//---

{%P_FILENAME}

{P_MSBS}

QR Code

Ho Chi Minh City, April 22, 2026

Shareholders / Shareholders' Representatives

(Signature and full name)

{FULLNAME}

(*) **Shareholders shall vote by one of the following two methods:**

(1) **Write the specific number of votes in the corresponding box(es) with the name(s) of the candidate(s):** Shareholders have the right to use all or part of their total votes to vote for one or more candidates. Shareholders write the number of votes for each candidate in the corresponding box with the candidate's name. The total number of votes cast by the shareholder for the candidate(s) must not exceed the total number of votes the shareholder is entitled to; or

(2) **Mark "X" in the corresponding box(es) with the name(s) of the candidate(s):** Shareholders have the right to mark "X" in one or more boxes to vote for one or more candidates. The number of votes for each candidate will be calculated by dividing the total number of votes by the number of candidates elected, rounded down to the nearest whole vote.

Election cards voted by shareholders using either of the two methods above shall be considered valid.

TIEN PHONG SECURITIES CORPORATION

No: 01/2026/NQ-DHDCDTN

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, April 22, 2026

RESOLUTION

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

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

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant legal provisions;*
- *Pursuant to the Charter of Organization and Operation of the Company (the "**Charter**");*
- *Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BBH-DHDCDTN dated April 22, 2026;*

RESOLVED:

Article 1. Approval of the following matters:

1. Approval of the Report on the 2025 performance and 2026 plan of the Board of Directors (as detailed in Report No. 01/BC-TPS.HDQT dated March 30, 2026).
2. Approval of the Report on the utilization of the 2024 budget and the 2025 budget plan of the Board of Directors (as detailed in Report No. 02/BC-TPS.HDQT dated March 30, 2026).
3. Approval of the Report on the performance of the Independent Member of the Board of Directors and the evaluation of the Board of Directors' Activities in 2025 (as detailed in Report No. 03/BC-TPS.HDQT dated March 30, 2026).
4. Approval of the Report of the Executive Board on 2025 business results and the 2026 business plan (as detailed in Report No. 01/BC-TPS.BDH dated March 30, 2026).
5. Approval of the Report on the 2025 performance and 2026 plan of the Board of Supervisors (as detailed in Report No. 01/BC-TPS.BKS dated March 30, 2026).
6. Approval of the Report on the utilization of the 2024 budget and the 2025 budget plan of the Board of Supervisors (as detailed in Report No. 02/BC-TPS.BKS dated March 30, 2026).
7. Approval of the 2025 Financial Statements, the Report on the Use of Proceeds from the Private Placement of Shares, and the Report on the Contributed Charter Capital of the Company, as audited (as detailed in Proposal No. 01/2026/TTr-TPS.HDQT dated April 10, 2026).
8. Approval of the 2025 Profit Distribution Plan (as detailed in Proposal No. 02/2026/TTr-TPS.HDQT dated March 30, 2026).
9. Approval of the change of the Company's head office location and branch information (as detailed in Proposal No. 03/2026/TTr-TPS.HDQT dated March 30, 2026).
10. Approval of the amendment, supplementation, and issuance of certain documents under the authority of the General Meeting of Shareholders (as detailed in Proposal No. 04/2026/TTr-TPS.HDQT dated March 30, 2026).

11. Approval of the Company's plan for bond issuance/offering with a total issuance limit of VND 3,000 billion (as detailed in Proposal No. 05/2026/TTr-TPS.HDQT dated March 30, 2026).

12. Approval of the selection of an independent auditing firm for the Company (as detailed in Proposal No. 01/2026/TTr-TPS.BKS dated March 30, 2026).

13. Approval of the issuance of the new Regulations on the Operation of the Board of Supervisors (as detailed in Proposal No. 02/2026/TTr-TPS.BKS dated March 30, 2026).

Article 2. Approval of the Election Results of Members of the Board of Directors and the Board of Supervisors for the 2026-2031 Term

1. The elected members of the Board of Directors are as follows:

1	[Full Name]	Member of the Board of Directors
2	[Full Name]	Member of the Board of Directors
3	[Full Name]	Member of the Board of Directors
4	[Full Name]	Member of the Board of Directors
5	[Full Name]	Independent Member of the Board of Directors

2. The elected members of the Board of Supervisors are as follows:

1	[Full Name]	Member of the Board of Supervisors
2	[Full Name]	Member of the Board of Supervisors
3	[Full Name]	Member of the Board of Supervisors

Article 3. This resolution shall take effect from April 22, 2026. The Board of Directors, the Board of Supervisors, the Executive Board, and all relevant units and individuals are responsible for the implementation of this resolution.

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

Recipients:
- As in Article 3 (for implementation);
- Information disclosure as regulated;
- Archive: The Office of the BoD.

TIEN PHONG SECURITIES CORPORATION

No.: QCTC/DHDCDTN/2026

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, ... 2026

ORGANIZATIONAL REGULATIONS

ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;*
- *Pursuant to the Charter of organization and operation of Tien Phong Securities Corporation ("**Charter**");*

The 2026 Annual General Meeting of Shareholders of Tien Phong Securities Corporation ("the **Company**" or "**TPS**") is held and conducted in accordance with the Regulation on the Organization of the 2026 Annual General Meeting of Shareholders ("**Regulation on the Organization of the General Meeting**") with the following contents:

Article 1. Subjects of the General Meeting of Shareholders

1. Subjects entitled to attend the 2026 Annual General Meeting of Shareholders of the Company are all shareholders who own shares of the Company according to the List of securities holders entitled to attend the 2026 Annual General Meeting of Shareholders closed by the Vietnam Securities Depository and Clearing Corporation (VSDC) on **20/03/2026** or duly authorized by shareholders to attend the meeting.
2. Shareholders or authorized persons attending the meeting (collectively referred to as "**attendees**") when attending the General Meeting of Shareholders must be present at the time and place stated in the Notice of Invitation to the meeting; and before the opening of the meeting, it is necessary to carry out the procedures for registering shareholders to attend the General Meeting of Shareholders with the Organizing Committee of the General Meeting.
3. During the meeting, the participants must comply with the guidance and administration of the Chairperson of the meeting and the Organizing Committee of the Congress; behave civilly, politely and maintain order at the meeting; do not smoke in the meeting room; do not talk privately, do not use the phone during the meeting; The phone must be turned off or left to vibrate.
4. The audio and video recording of the meeting must be publicly announced and approved by the meeting chairman.

Article 2. Presidium and Chairman of the General Meeting of Shareholders

1. The Presidium has 03 (three) to 05 (five) members, including the Chairman of the Board of Directors as the Chairman of the meeting and other members (may be members of the Board of Directors, the Supervisory Board and/or the Executive Board) elected/voted by the General Meeting of Shareholders at the request of the Chairman when performing the opening ceremony of the meeting. The Presidium works on the principle of democratic centralization and decision-making by majority.
2. Powers and tasks of the Presidium:
   a. Administer the work of the General Meeting of Shareholders according to the agenda and contents approved by the General Meeting of Shareholders;

b. Taking necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflecting the will of the majority of the participants

c. Prepare and synthesize reports and proposals in the program and meeting contents for the General Meeting of Shareholders to discuss and vote for approval at the meeting;

d. Guide the General Meeting of Shareholders to discuss and vote to approve the contents of the meeting;

e. Administer the election at the meeting in accordance with the Election Regulation and relevant contents approved by the General Meeting of Shareholders;

f. Decide on the order of shareholders' speeches, limit the speaking time when necessary and have the right to reject opinions that are not related to the content of the meeting agenda or affect the order of the meeting;

g. Answering and answering issues requested by the meeting participants within the scope of the program;

h. To decide on issues arising in the course of the meeting that have not been specified in the Regulation on Organization of the Congress but must be in accordance with the provisions of law and the Charter;

i. Manage other related activities and resolve issues that arise during the meeting.

Article 3. Secretariat

1. The Secretariat consists of 02 (two) members, including 01 (one) Head and 01 (one) member, proposed by the Chairman of the meeting and elected/voted by the General Meeting of Shareholders at the meeting. The Secretariat is responsible to the Presidium and the General Meeting of Shareholders for the performance of its tasks.

2. Tasks of the Secretariat:

a. Assist the Presidium and the Shareholder Eligibility Examination Committee in checking the eligibility of shareholders to attend the General Meeting of Shareholders when requested;

b. Assist the Presidium in announcing draft reports and proposals in the program and meeting contents; send and forward notices of the Presidium to the participants of the meeting;

c. Receive and review the discussion opinions of the meeting participants recorded in the discussion sheet and send them to the Presidium for consideration and answer;

d. Fully and truthfully record all contents and developments of the meeting and issues discussed and voted on at the meeting;

e. Drafting the Minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders on the contents approved at the meeting; submit it to the Presidium for announcement to the General Meeting of Shareholders for approval before the end of the meeting;

f. Perform other related tasks as assigned or requested by the Presidium.

Article 4. Shareholder Eligibility Examination Board

1. The Shareholder Eligibility Examination Committee consists of 03 (three) members, including 01 (one) Head and 02 (two) members, appointed/assigned by the Board of Directors to participate in the organization of the General Meeting of Shareholders and introduced at the meeting. The Shareholder Eligibility Examination Board is responsible to the Presidium and the General Meeting of Shareholders for the performance of its tasks.

2. Duties of the Shareholder Eligibility Examination Board:

   a. Check the eligibility of shareholders and persons authorized by shareholders to attend the meeting;

   b. Summarizing the results of checking the eligibility of shareholders to attend the meeting; The Head of the Shareholder Eligibility Examination Committee shall report to the General Meeting of Shareholders on the situation of shareholders attending the meeting and the results of the shareholder qualification examination, and at the same time conclude on meeting the conditions for conducting the General Meeting of Shareholders as prescribed;

   c. Perform other related tasks as assigned or requested by the Presidium.

Article 5. Vote Counting Committee

1. The Vote Counting Committee consists of 03 (three) members, including 01 (one) Head and 02 (two) members, proposed by the Chairman of the meeting and elected/voted by the General Meeting of Shareholders at the meeting. The Vote Counting Committee is responsible to the Presidium and the General Meeting of Shareholders for the performance of its tasks.

2. Tasks of the Vote Counting Committee:

   a. Counting votes, accurately determining voting results and election results at meetings;

   b. Summary of vote counting results; make a record of vote counting and report to the Chairman of the meeting on the voting results and election results for announcement to the General Meeting of Shareholders as assigned by the Chairman of the meeting;

   c. Consider and report to the Chairman of the meeting on cases of violation of voting and election rules or complaints related to vote counting results (if any);

   d. Perform other related tasks as assigned or requested by the Presidium.

Article 6. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session of the meeting.

2. The General Meeting of Shareholders discusses and votes on each issue in the agenda of the meeting.

3. The voting shall be carried out by the participants of the meeting writing their opinions on the voting cards and putting them in the ballot box or by other methods under the guidance of the Organizing Committee of the Congress. The results of vote counting for voting cards shall be summarized and reported by the Vote Counting Committee to the Chairman of the meeting for announcement to the General Meeting of Shareholders before the end of the meeting. Voting cards shall be used in accordance with the provisions of Article 7 of the Regulation on the Organization of this Congress.

4. Attendees who come after the meeting has opened, after completing the registration procedures with the Organizing Committee of the Congress, are allowed to attend and participate in voting on the remaining contents of the approved meeting agenda. In this case, the validity of the previously voted contents is not affected

5. The discussion and answer of opinions of the participants at the meeting shall be carried out as follows:

   a. The discussion shall only be carried out within the prescribed time and fall within the scope of issues on the meeting agenda;

   b. Participants wishing to express their opinions shall register the discussion contents in the discussion sheet (according to the form prescribed by the Organizing Committee of the Congress) and forward them to the Organizing Committee of the Congress or comply with the guidance of the Organizing Committee of the Congress;

   c. The Organizing Committee of the Congress summarizes and arranges the discussion sheets in the order of registration and forwards them to the Presidium;

   d. The chairperson of the meeting or the person designated by the chairperson shall consider and respond to the opinions of the participants;

   e. In case of time limitations, opinions that have not been answered directly at the meeting will be summarized by the Company and responded in writing or by email to the participants after the end of the meeting.

Article 7. Voting cards at the General Meeting of Shareholders

1. Voting cards are distributed directly to the meeting attendees after completing the procedures for registering to attend the meeting with the Organizing Committee of the Congress.

2. Each person attending the meeting is only entitled to 01 (one) voting card. On each voting card, clearly state the name of the shareholder/representative of the shareholder, the number of the voting card, the total number of shares with voting rights and the total number of votes of shareholders.

3. How to vote with a voting card:

   a. Participants vote by marking "X" on the corresponding voting plan according to their choice: "*Approve*", "*Disapprove*" or "*No opinion*" for each voting issue written on the Voting Card;

   b. After completing the voting, the meeting participants put their voting cards into the ballot box according to the instructions of the Organizing Committee of the Congress.

4. Regulations on the validity of voting cards:

   a. A valid voting card means a voting card that fully meets the following conditions:

      (i) The voting card is issued by the Organizing Committee of the General Meeting according to the form and stamped by the Company;

      (ii) The voting card has full information and signatures of shareholders/representatives of shareholders attending the meeting;

      (iii) The voting card is not torn, erased, or modified in content; no additional content or symbols other than the emitted sample shall not be inscribed.

b. Invalid voting card means a voting card in one of the following cases:

(i) The voting card does not meet the conditions specified at Point a of this Clause;

(ii) Ballot cards may not be placed in the ballot box or submitted after voting has ended and the ballot box has been sealed.

Invalid voting cards will not be counted in the voting results.

5. In case the meeting participants do not choose or choose more than one voting option, it is considered that the meeting participants have voted "*No opinion*" on that voting issue.

6. Shareholders with interests related to the voting content will not have the right to vote on such content in accordance with the provisions of the Charter and law. In this case, the number of votes of shareholders will not be included in the total number of valid votes for that voting content and the voting plan of shareholders (if any) will not be included in the voting results.

7. In case the participants who are shareholders or representatives of shareholders do not have the right to vote on one or several voting contents as prescribed by the Charter and/or law, the voting on such contents will not be included in the voting results.

8. The nomination, candidacy and election of members of the Board of Directors and members of the Supervisory Board shall be carried out in accordance with the Notice on the nomination and candidacy of members of the Board of Directors and members of the Supervisory Board for the term 2026-2031, the Election Regulation and relevant documents approved by the General Meeting of Shareholders. in accordance with the provisions of the Charter and relevant laws.

Article 8. Minutes of the meeting and resolution of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders must be announced before the General Meeting of Shareholders and approved before the closing of the meeting.

Article 9. Implementation provisions

1. Shareholders or representatives of shareholders attending the Annual General Meeting of Shareholders in 2026 are responsible for strictly complying with the Regulation on Organizing this General Meeting. In case the participants violate the Regulation on the organization of this Congress, depending on the nature and seriousness of the violation, the Chairperson of the meeting has the right to consider and decide on appropriate handling measures in accordance with the Charter and relevant laws.

2. The Regulation on the Organization of this General Meeting consists of 09 (nine) Articles and takes effect as soon as it is approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders in 2026.

TM. GENERAL MEETING OF SHAREHOLDERS
CHAIRING THE MEETING

TIEN PHONG SECURITIES CORPORATION	**SOCIALIST REPUBLIC OF VIETNAM**
No.01/BC-TPS.HDQT	**Independence - Freedom - Happiness**
	Ho Chi Minh City, March 30, 2026

REPORT ON THE 2025 PERFORMANCE AND 2026 PLAN OF THE BOARD OF DIRECTORS

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Board of Directors ("**BoD**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Report on the 2025 performance and 2026 plan of the Board of Directors, with the following key contents:

I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

In 2025, the global and domestic economic and financial environment remained volatile, presenting both opportunities and challenges for businesses and financial institutions. Despite the impact of tightening monetary policies in several major economies, together with certain unfavorable domestic factors, Vietnam's economy maintained a stable foundation and positive growth momentum.

According to published data, GDP in 2025 increased by 8.02%, inflation was kept within the target range, while trade activities and foreign direct investment continued to show positive trends. On that basis, Vietnam's stock market recorded signs of recovery in both index performance and liquidity; the KRX trading system was put into operation, facilitating the development of new products and services, while the corporate bond market gradually stabilized.

In this context, the Board of Directors proactively provided strategic direction and strengthened its supervision of the Executive Board to ensure that the Company's operations were conducted prudently, safely, and in line with market developments, while progressively reinforcing the Company's financial foundation and governance capacity.

Key operating results of the Board of Directors in 2025 are summarized as follows:

1. Results of Implementing the Resolutions of the GMS in 2025

1.1. Implementation of 2025 business plan targets

At the beginning of 2025, the Company faced a number of internal challenges, particularly relating to certain corporate bond portfolios with concentrated risk exposure, which placed pressure on asset quality and operational efficiency during the early part of the year. In this context, the Board of Directors directed the Executive Board to implement restructuring measures in a prudent manner, focusing on reviewing the business portfolio, scaling down potentially high-risk activities, while strengthening financial capacity and further enhancing the risk management framework.

As a result of these coordinated strategic measures, the Company's operations gradually stabilized and improved, exceeding the business plan approved by the GMS under Resolution No. 01/2025/NQ-DHDTN dated June 27, 2025 ("**Resolution 01/2025**"), as detailed below:

(Unit: billion VND)

Criteria	Plan for 2025	Implementation in 2025	Execution/Planning Rate
Operating Revenue	1,379	1,484	108%
Operating Costs	1,240	716	58%
Profit before tax	139	148	106%
Profit after tax	111	118	106%

Business results in 2025 recorded total revenue of more than VND 1,491 billion (of which operating revenue was VND 1,484 billion) and profit before tax reached VND 147.5 billion, exceeding the plan of VND 139 billion.

Throughout the year, TPS's core business segments remained stable and continued to contribute positively to the revenue structure. Operational efficiency also improved significantly, with operating expenses decreasing by 26% and management expenses by 47% compared to the previous year. Total operating expenses in 2025 were controlled at VND 716 billion, equivalent to 58% of the planned amount, reflecting the effectiveness of the restructuring measures and enhanced cost management implemented during the year.

1.2. Implementation of the bond issuance/offering plan in 2025

Pursuant to Resolution 01/2025 of the GMS, the GMS approved the policy for the issuance/offering of bonds with a total maximum limit of VND 3,000 billion.

In 2025, based on actual capital requirements, the Company carried out bond issuances/offerings with a total value of VND 1,328 billion.

1.3. Private placement of shares to increase charter capital in 2025

Pursuant to Resolution 01/2025 of the GMS, the GMS approved a private placement plan of up to 350,000,000 shares at a price of VND 10,000 per share to increase the Company's charter capital.

Based on the positive performance of the Company's share price in the market (Stock Code: ORS, HoSE) and the agreement reached with Tien Phong Commercial Joint Stock Bank (TPBank), the Board of Directors submitted an adjustment to the private placement plan for TPBank, comprising 287,931,161 shares at an offering price of VND 12,500 per share. This adjustment plan was approved by the GMS through written collection of shareholders' opinions in accordance with Resolution No. 02/2025/NQ-DHDCD dated September 11, 2025 ("**Resolution 02/2025**").

Subsequently, the Company prepared the registration dossier for the private placement of shares and submitted it to the State Securities Commission. Following the guidance of the regulatory authority, the Company submitted the matter to the Extraordinary GMS on December 26, 2025 for direct voting on relevant items to complete the legal procedures for the offering registration dossier. These matters were approved by the GMS under Resolution No. 03/2025/NQ-DHDCDBT dated December 26, 2025 ("**Resolution 03/2025**"), thereby reaffirming and endorsing the contents of the private placement plan previously approved by the GMS.

The Company successfully completed the private placement of shares in 2025 to increase charter capital in accordance with the plan approved by the GMS, specifically as follows:

Investors eligible for stock offering	Tien Phong Commercial Joint Stock Bank (TPBank).
Number of shares offered for sale	287,931,161 shares.
Asking price	12,500 VND/share.
Amount of capital mobilized	3,599,139,512,500 VND.
Offer Closing Date	31/12/2025.
Charter capital before the offering	3,359,997,430,000 VND.
Charter capital after the offering	6,239,309,040,000 VND.

1.4. Selection of independent auditors

At the 2025 Annual GMS, the GMS approved Proposal No. 01/2025/TTr-BKS dated June 27, 2025 of the Supervisory Board, whereby: (i) approving the list of independent auditing firms eligible to audit the Company, being those included in the list approved by the State Securities Commission to audit public interest entities in the securities sector from time to time; and (ii) authorizing the Board of Directors to select a specific audit firm from such list to audit the Company's reports.

Based on and within the scope of such authorization, the Board of Directors issued Resolution No. 12/2025/NQ-HDQT dated June 27, 2025, appointing International Auditing and Valuation Co., Ltd. as the auditor of the Company's financial statements, and UHY Auditing and Consulting Co., Ltd. as the auditor responsible for auditing the report on the use of proceeds from the Company's bond issuances.

2. Performance of the Board of Directors in 2025

In 2025, the Board of Directors fully performed its functions, duties, and powers in accordance with applicable laws, the Company's Charter, and internal regulations, thereby effectively fulfilling its role in providing strategic direction and high-level oversight of the Company's operations. The Board directed and supervised the Executive Board to ensure that the Company's activities complied with legal requirements, enhanced the quality of corporate governance, strengthened risk control, and pursued stable and sustainable development, while safeguarding the legitimate rights and interests of shareholders and related parties.

Members of the Board of Directors actively participated in meetings with a high sense of responsibility, engaging in discussions and voting on matters within their authority. Meetings of the Board were conducted in full compliance with the procedures set out in the Charter and the Regulation on the Operation of the Board of Directors. In addition to regular meetings, the Board maintained a mechanism for ongoing communication and consultation, enabling timely consideration and resolution of issues arising during the Company's operations.

In 2025, the Board of Directors convened 29 valid meetings and issued 34 Resolutions concerning key matters, including capital mobilization plans and the use of credit facilities at credit institutions; private bond issuance plans; implementation of private share placement plans in accordance with GMS' Resolutions; corporate governance and senior personnel matters, including the change of the General Director cum Legal Representative and the election of positions within the Board of Directors; organization of annual and extraordinary General Meetings of Shareholders; implementation of procedures for collecting shareholders' opinions in writing; approval of documents submitted to the GMS; and other matters within the authority of the Board of Directors.

The contents of the Board of Directors' Resolutions are fully presented in the 2025 Corporate Governance Report and other relevant information disclosure documents of the Company.

The Chairman of the Board of Directors plays a central role in coordinating the overall activities of the Board, ensuring that strategic orientations are implemented consistently and in alignment with the Company's operational realities. Through the close integration of direction and oversight, the Chairman has contributed to strengthening governance discipline, enhancing the quality of decision-making, and improving the operational effectiveness of the Board of Directors.

The Independent Member of the Board of Directors has fully performed his roles and responsibilities in accordance with applicable regulations, actively participating in the review, discussion, and provision of independent opinions on key matters of the Company. Such objective and independent views have contributed to enhancing transparency and governance effectiveness (Detailed information is provided in the Report on the Performance of the Independent Member of the Board of Directors and the Evaluation of the Board of Directors' Activities in 2025).

3. Strategic Direction and High-Level Supervision of the Board of Directors over the Executive Board

In 2025, the Board of Directors continued to play a central role in strategic planning and high-level supervision, ensuring that the Company's operations were implemented consistently with its development orientation, in compliance with applicable laws, and with effective control of material risks.

Based on the established strategic direction, the Board of Directors instructed the Executive Board to focus on strengthening core business pillars, optimizing resource allocation efficiency, and implementing restructuring programs in line with the actual business context. At the same time, the Board maintained a proactive and continuous supervision mechanism, providing timely guidance and necessary adjustments to ensure operational stability and progressively enhance the Company's performance.

The Board of Directors also closely guided and supervised the implementation of capital mobilization initiatives and measures to strengthen financial capacity, ensuring that capital utilization aligned with development needs while maintaining principles of safety and efficiency. Strategic transactions and decisions were reviewed on a prudent, transparent, and compliant basis to ensure the harmonization of the Company's interests.

In parallel with business operations, the Board directed and supervised the implementation of restructuring programs in a proactive, coordinated, and risk-controlled manner. Key initiatives including streamlining the organizational structure, improving cost management efficiency, optimizing cash flows, and strengthening financial capacity were carried out under the Board's ongoing direction and supervision.

The Board also guided the development of the Company's products and services in accordance with a prudent growth model, with risk management as the foundation and technology as the core driver, while establishing a strict supervision mechanism to ensure consistency in implementation, operational efficiency, and system safety.

With respect to technology and digital transformation, the Board identified these as long-term strategic pillars and accordingly directed investments in system upgrades, development of the trading platform, and modernization of IT infrastructure. The progress and effectiveness of such investments were closely monitored, contributing

to the enhancement of the Company's operational capacity, service quality, and competitiveness.

In addition, the Board directed the consolidation of the organizational structure, enhancement of human resource quality, and completion of internal processes and policies toward standardization and alignment with advanced governance practices. The Board also supervised implementation to strengthen the governance framework and ensure that the Company operates in a safe, efficient, and sustainable manner over the long term.

4. Remuneration of the Board of Directors

The Board of Directors is entitled to remuneration and other benefits in accordance with applicable laws and the Company's internal regulations. The remuneration of Board members is presented as a separate item in the Company's financial statements and is publicly disclosed.

The payment of remuneration to the Board of Directors in 2025 was carried out in accordance with the budget plan approved at the 2025 Annual GMS. The Board of Directors also proposes to submit to the GMS for consideration and approval the budget plan for the Board's activities in 2026 (Detailed information is provided in the Report on the Utilization of the 2024 Budget and the 2025 Budget Plan of the Board of Directors).

5. Report on Transactions Between the Company and Related Parties

Transactions between the Company and related parties in 2025 were approved within proper authority, conducted in compliance with applicable laws, and fully disclosed in the 2025 Corporate Governance Report and the Company's 2025 Annual Report in accordance with regulations.

In 2025, the Company recorded one transaction with Tien Phong Commercial Joint Stock Bank (TPBank), namely the private placement of shares to TPBank to increase charter capital. This transaction was approved by the GMS under Resolution No. 03/2025, as detailed in Section I.1.3 above.

II. 2026 PLAN OF THE BOARD OF DIRECTORS

1. Strategic Direction and High-Level Supervision of the Board of Directors

In 2026, the Board of Directors will continue to strengthen its role in strategic direction and high-level supervision over all Company activities in a proactive, flexible, and adaptive manner in response to changes in the business environment. The key focus is to ensure close alignment between long-term development orientations and executive decisions in each period, on the basis of compliance with applicable laws and prudent governance principles.

The Board of Directors will further enhance the mechanisms for strategy formulation, review, and update in a flexible manner, in line with market developments and the business context. Key strategic orientations will be translated into specific action programs, implementation plans, and performance targets, thereby establishing a foundation for coordinated and effective execution.

At the same time, the Board of Directors will strengthen the effectiveness of high-level supervision by refining the governance and oversight model, with a focus on enhancing the capability to identify material risks at an early stage and monitor warning indicators. The scope of supervision will concentrate on areas with significant impact on operational safety and efficiency, including risk management,

financial structure and capital sources, strategic programs and projects, and compliance.

The Board of Directors will also continue to reinforce coordination and information exchange mechanisms with the Executive Board in a transparent, timely, and effective manner, while enhancing proactiveness in supervision through strengthened early warning functions and appropriate executive recommendations.

Through these orientations, the Board of Directors aims to develop a modern governance framework with strong capabilities in forecasting, adaptability, and risk control, serving as a foundation for the Company's stable and sustainable development in the coming period.

2. Orientation for the Company's Operations

In 2026, the Company will prioritize business growth, aiming to achieve and exceed the established business plan targets while ensuring that operations remain safe, efficient, and in full compliance with applicable laws. The overarching objective is to enhance business performance in a sustainable manner, with profit growth identified as the central focus, closely aligned with the requirements of risk control and operational safety.

Key business plan targets for 2026

(Unit: billion VND)

Criteria	Year 2025	Year 2026	
	Implementation	Plan	Growth
Revenue	1,484	2,250	50.91%
Profit before tax	148	428	189.19%

The Company will implement its business plan across each operational segment, focusing on expanding scale while improving the efficiency of core securities business activities, increasing stable revenue streams, and enhancing profit margins. The product and service portfolio will be reviewed and adjusted to improve quality, optimize utilization efficiency, and align closely with customer demand, thereby promoting sustainable and substantive revenue growth.

In financial management, the Company will proactively balance capital sources to meet growth requirements in a timely manner, while strengthening cost control, improving capital utilization efficiency, and optimizing the financial structure, thereby contributing to improved profitability.

In parallel, the Company will accelerate the application of technology and digital transformation to enhance productivity, streamline processes, and reduce operating costs, directly supporting revenue growth and profit expansion objectives.

The Company will also actively research and deploy new products, services, and business activities capable of effectively contributing to growth, ensuring feasibility and alignment with the overall development strategy.

Based on the coordinated implementation of the above solutions, the Company aims to achieve profit growth while maintaining operational safety, strengthening a solid financial foundation, and delivering sustainable value to shareholders over the medium and long term.

The above constitutes the full content of the Board of Directors' Report on 2025 performance and the 2026 plan as presented to the 2026 Annual GMS.

The Board of Directors reaffirms its commitment to fully performing its functions, duties, and powers with a high sense of responsibility and professionalism, ensuring a balance of interests between the Company and its shareholders, while continuously enhancing governance effectiveness to establish a solid foundation for stable and sustainable long-term development.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

(*signed and sealed*)

NGUYEN HONG QUAN

TIEN PHONG SECURITIES CORPORATION

No. 02/BC-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

REPORT ON THE UTILIZATION OF THE 2024 BUDGET AND THE 2025 BUDGET PLAN OF THE BOARD OF DIRECTORS

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Board of Directors ("**BoD**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Report on the Utilization of the 2024 Budget and the 2025 Budget Plan of the Board of Directors, with the following key contents:

1. Utilization of the 2025 Budget

The Board of Directors' remuneration budget for 2025, as approved by the 2025 Annual GMS, amounted to VND 800 million. In practice, total remuneration expenses for the year were VND 786 million, equivalent to 98.25% of the approved budget.

Accordingly, the Board of Directors complied with the approved budget plan and utilized the budget in an efficient and cost-conscious manner, in line with the Company's general policies.

2. Budget Plan for 2026

The total budget of the Board of Directors for 2026 is estimated at VND 2,277 million (*in words: Two billion two hundred seventy-seven million Vietnamese Dong*), including VND 693 million for remuneration and an additional VND 1,584 million for other operating expenses.

Accordingly, the Board of Directors' budget for 2026 is adjusted as follows:

- The remuneration budget for 2026 is expected to decrease compared to 2025. The specific remuneration for each member of the Board of Directors shall be determined by the Chairman of the Board of Directors based on assigned duties and responsibilities, ensuring that the total remuneration does not exceed the budget approved by the GMS.

- An additional budget item for other operating expenses of the Board of Directors is proposed to meet arising requirements in the course of performing its functions and duties, thereby ensuring appropriate operating conditions in line with practical needs and supporting the enhancement of corporate governance effectiveness.

Respectfully submitted to the GMS for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed and sealed)

NGUYEN HONG QUAN

***Recipients*:**

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

TIEN PHONG SECURITIES CORPORATION

No: 03/BC-TPS.HDQT.TVDL

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

REPORT ON THE PERFORMANCE OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS AND THE EVALUATION OF THE BOARD OF DIRECTORS' ACTIVITIES IN 2025

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Independent Member of the Board of Directors ("**BoD**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Report on the performance of the independent member of the BoD and the evaluation of the BoD' activities in 2025, with the following details:

I. Activities of the Independent Member of the Board of Directors in 2025

In 2025, the Independent Member of the Board of Directors fully performed his/her functions, duties, and powers in accordance with applicable laws, the Company's Charter, and internal regulations, with a consistent focus on ensuring independence and objectivity in governance activities.

On that basis, the Independent Member actively participated in the entire process of reviewing, discussing, and deciding on matters within the authority of the Board of Directors; exercised independent judgment in respect of proposals from the Executive Board; and supervised compliance with applicable laws and the Company's Charter, as well as monitored transactions with potential conflicts of interest.

In addition, the Independent Member proactively requested and accessed sufficient information and documentation necessary to assess material matters in a prudent and comprehensive manner, thereby providing independent and objective opinions that contributed to enhancing the quality of the Board's decisions and ensuring a balance between growth objectives, operational safety, and the protection of the legitimate rights and interests of the Company and its shareholders.

Through the consistent exercise of supervisory and independent advisory roles, the Independent Member contributed to strengthening governance discipline, enhancing transparency, and improving the effectiveness of the Board of Directors' operations in 2025.

Key activities are summarized as follows:

- *Participation in and enhancement of the quality of Board discussions and decisions:* Attended all meetings; thoroughly reviewed materials; actively engaged in discussions and provided independent opinions, focusing on clarifying the basis of proposals, assessing risks, and evaluating feasibility, thereby improving the quality and prudence of the Board's decisions.

- *Participation in reviewing and resolving matters within the Board's authority:* Contributed opinions and voted on key matters implemented during the year, including capital mobilization plans, utilization of credit limits at credit institutions, bond issuance plans, and the implementation of private share placement to increase

charter capital in line with approvals of the General Meeting of Shareholders, as well as other matters within the Board's authority.

- *Participation in supervision and support of operational activities:* Through meetings with the Executive Board and management of business units, closely monitored the implementation of business plans and execution of Board resolutions and directives; provided independent recommendations to support timely operational adjustments, while not directly interfering in executive management.

- *Supervision of strategic restructuring decisions:* Participated in reviewing restructuring plans related to governance and operations, ensuring decisions were assessed based on a balance between growth, efficiency, and safety requirements, thereby maintaining the soundness of the Company's financial foundation.

- *Oversight of related party transactions and ensuring transparency:* Conducted independent supervision of related party transactions, ensuring that review and approval processes complied with applicable laws, the Company's Charter, and internal regulations, thereby protecting the legitimate rights and interests of the Company and its shareholders.

- *Contribution to the improvement of governance and internal control systems:* Provided input on the issuance and amendment of internal policies and regulations; participated in reviewing internal control plans, selection of independent auditors, and other governance-related matters, contributing to enhanced transparency and operational efficiency.

II. Evaluation by the Independent Member of the Board of Directors on the Performance of the Board of Directors in 2025

1. General Assessment

In 2025, the operations of the Board of Directors were conducted in full compliance with applicable laws, the Company's Charter, and the Regulation on the Operation of the Board of Directors. The Board duly implemented the resolutions of the General Meeting of Shareholders while closely monitoring actual business conditions to provide timely strategic direction and appropriate adjustments.

In the context of market volatility and internal challenges, the Board demonstrated a proactive and flexible approach in strategic direction, implementing appropriate measures focused on promoting business activities, restructuring the asset portfolio, and strengthening risk control to ensure operational safety.

Based on a comprehensive assessment, the Independent Member notes that:

- The Board fully performed its functions and duties in accordance with regulations, while effectively exercising its role in strategic direction and high-level supervision.

- The quality of discussions and decision-making improved significantly, supported by thorough preparation, multi-dimensional analysis, and full consideration of independent opinions, thereby enhancing objectivity and prudence.

- Strategic decisions were implemented in a prudent yet flexible manner, ensuring a reasonable balance between growth objectives and risk control requirements without limiting development opportunities.

- The supervision and coordination mechanism between the Board of Directors and the Executive Board was effectively maintained, ensuring consistency in implementation while upholding independent oversight and governance discipline.

The year 2025 marked a period in which the Board of Directors not only maintained its governance role but also clearly demonstrated its strategic leadership and central role in guiding and overseeing the restructuring process. This contributed to effectively addressing internal challenges while rebuilding the Company's operational foundation toward discipline, transparency, and sustainability, thereby establishing a basis for the next phase of growth.

2. Detailed Assessments

2.1. Organizational Structure of the Board of Directors

At the 2025 Annual General Meeting of Shareholders (June 27, 2025), the Company restructured the Board of Directors through the election of three additional members, including one Independent Member for the 2021–2026 term, and the dismissal of five members. The Board also elected its Chairman in accordance with applicable laws and the Company's Charter.

Subsequently, at the Extraordinary General Meeting of Shareholders held on December 27, 2025, the Board underwent a further adjustment with the dismissal of one Independent Member.

Following these changes, the Board currently consists of four members, including one Independent Member. The Board structure has been streamlined and aligned with good governance practices, ensuring functional balance, enhancing independent oversight, and strengthening the foundation for strategic decision-making in the Company's next development phase.

2.2. Operating Mechanism of the Board of Directors

The Board's operating mechanism was maintained in a flexible, timely, and controlled manner, meeting decision-making requirements in a dynamic business environment. The Board held a total of 29 meetings during the year, effectively addressing arising issues and ensuring continuity in governance and strategic implementation.

Board members actively participated in meetings, thoroughly reviewed materials, and clearly expressed their views on each matter presented. Discussions were conducted based on well-prepared information, ensuring prudent decision-making while maintaining timeliness.

Board resolutions were issued in compliance with procedures, voting principles, and applicable regulations. The preparation and retention of meeting minutes, resolutions, and related documents were carried out in a complete and proper manner, ensuring transparency and facilitating effective monitoring and supervision.

Overall, the Board's operating mechanism in 2025 ensured effectiveness and continuity in governance, maintaining close alignment between strategic direction and execution, while upholding decision-making discipline across the organization.

2.3. Supervision of the Executive Board

The Board of Directors effectively exercised its supervisory role over the Executive Board, ensuring close alignment between strategic direction and execution. Reporting mechanisms were maintained regularly, promptly, and systematically. The General Director was invited to attend Board meetings and proactively updated the Board on business performance and emerging issues, enabling timely and appropriate decisions.

The Executive Board fulfilled its assigned functions and duties and effectively implemented resolutions of the General Meeting of Shareholders and directives of the

Board of Directors. Management activities were conducted within a clear delegation framework, in compliance with the Company's Charter and internal regulations, ensuring consistency, discipline, and effective control across the organization.

In the context of a complex market environment and internal pressures, the Board strengthened its direction and supervision with a focused and decisive approach, while the Executive Board proactively implemented flexible and coordinated solutions, thereby achieving and exceeding assigned business targets. Key highlights include:

- Total revenue in 2025 exceeded VND 1,491 billion, equivalent to 108% of the plan; profit before tax reached VND 147.5 billion, equivalent to 106% of the plan.

- Successful completion of charter capital increase through private placement, raising charter capital to over VND 6,239 billion, strengthening financial capacity and expanding growth potential.

- Issuance of VND 1,328 billion in bonds to optimize capital structure, restructure existing liabilities, and enhance medium- and long-term funding sources, alongside the implementation of a proactive and risk-controlled financial restructuring program.

- Completion and operation of key projects related to systems, trading platforms, and IT infrastructure, contributing to improved product and service quality and enhanced customer experience.

- Continued organizational restructuring, enhancement of human resource quality, and improvement of internal policies and regulations, thereby strengthening governance foundations and ensuring safe, efficient, and stable long-term operations.

The Board's supervision over the Executive Board in 2025 was conducted in a substantive and result-oriented manner, ensuring that executive activities remained aligned with strategic direction while maintaining execution discipline and enhancing overall operational effectiveness.

The year 2025 clearly demonstrated the Board of Directors' role in strategic planning and governance, with key decisions implemented on a prudent, transparent basis and aligned with long-term orientations. Accordingly, the Board strengthened governance discipline, enhanced the effectiveness of supervision, and maintained a balance between growth and risk control, thereby establishing a solid foundation for the Company's next phase of development.

The above constitutes the full content of the Report on the performance of the independent member of the BoD and the evaluation of the BoD' activities in 2025, as presented at the 2026 Annual General Meeting of Shareholders.

Respectfully submitted.

INDEPENDENT MEMBER
OF THE BOARD OF DIRECTORS

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

(*signed*)

TRAN QUANG HUY

TIEN PHONG SECURITIES CORPORATION

No. 01/BC-TPS.BDH

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

REPORT OF THE EXECUTIVE BOARD ON 2025 BUSINESS RESULTS AND THE 2026 BUSINESS PLAN

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Executive Board respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Report on 2025 business results and the 2026 business plan, with the following key contents:

I. BUSINESS PERFORMANCE IN 2025

1. Macroeconomic Conditions and the Securities Market in 2025

In 2025, the global economy continued to evolve amid significant volatility, with notable trends including supply chain restructuring, digital transformation, green economic development, and the shifting role of emerging markets. However, the global economic environment remained exposed to various risks, including geopolitical conflicts, public debt pressures, and trade tensions among major economies.

In this context, global economic growth in 2025 was estimated at approximately 2.7%-3.2%, representing a decrease of 0.2-0.3 percentage points compared to the 2023-2024 period. Growth was primarily driven by flexible macroeconomic policies across countries, the rapid expansion of artificial intelligence (AI) and digital transformation, as well as increased public investment and the acceleration of green transition initiatives.

For Vietnam, the economy maintained strong growth momentum, with GDP reaching 8.02%, placing it among the fastest-growing economies in the region and globally. This performance reflects the economy's adaptability and the effectiveness of macroeconomic management in responding to external fluctuations.

Alongside the economic recovery, Vietnam's stock market experienced strong growth in 2025. The VN-Index closed at 1,178.49 points, increasing by nearly 41% compared to the end of 2024 and ranking among the top-performing indices in Asia. The market capitalization of listed shares on the Ho Chi Minh City Stock Exchange (HOSE) reached VND 8.31 quadrillion, up 59.57% year-on-year, equivalent to approximately 72.18% of GDP in 2024.

Market liquidity improved significantly, with average daily trading volume in 2025 reaching approximately 1.1 billion shares, up 36.9% year-on-year, while average daily trading value reached VND 26,582 billion, up 42.4% year-on-year, indicating continued strengthening of investor confidence.

Notably, Vietnam's upgrade by FTSE Russell from a frontier market to a secondary emerging market marked an important milestone in the development and integration of Vietnam's capital market into the global financial system.

2. Financial Status and Business Performance in 2025

(Unit: billion VND)

No.	Index	Year 2024	Year 2025			
		Implementation	Plan	Implementation	Growth	Execution /Planning
1	**Total Assets**	**11.198**		**14.336**	**28,02%**	
2	**Charter capital**	**3.366**		**7.638**	**126,92 %**	
3	**Total Revenue**	**2.106**	**1.379**	**1.491**	**-29,19%**	**108%**
	Operating Revenue	2.077		1.484	-28,55%	
	Revenue from financial activities	5		6	12,94%	
	Other income	23		1	-95,90%	
4	**Total Cost**	**1.624**		**1.343**	**-17,30%**	
	Operating Costs	971		716	-26,24%	
	Management Costs	135		71	-46,99%	
	Financing Costs	518		554	7,01%	
5	**Profit before tax**	**481**	**139**	**147**	**-69,4%**	**106%**
6	Capital adequacy ratio	426,61%		182,79%		
7	ROE	9,67%		1,55%		

In 2025, the Company focused on implementing restructuring measures, strengthening its governance foundation, and enhancing its risk management system, with the objective of achieving safe, efficient, and sustainable development in the medium and long term. During this transition, the Company proactively reviewed and adjusted its business strategy, restructured certain underperforming activities, and concentrated resources on core business segments while enhancing governance capacity. Accordingly, the 2025 business results reflected adjustments compared to the previous year, demonstrating the Company's restructuring process and operational repositioning.

In terms of asset scale, the Company's total assets in 2025 reached VND 14,336 billion, representing an increase of 28.02% compared to VND 11,198 billion in 2024. In parallel with improving operational efficiency, the Company strengthened its financial capacity through additional share issuance, thereby increasing its charter capital from VND 3,366 billion to VND 7,638 billion, equivalent to an increase of 126.92%. This contributed to reinforcing the Company's financial position, enhancing its ability to meet capital adequacy requirements, and establishing a foundation for future business expansion.

Regarding business performance, total revenue in 2025 reached VND 1,491 billion, representing a decrease of 29.19% compared to 2024, but still exceeding the annual plan by 8%. The decline in revenue was primarily attributable to the Company's

proactive adjustment of its business structure, including a more cautious approach to higher-risk activities and the strengthening of risk control measures and portfolio management, in line with its orientation toward safe and sustainable development.

Within the revenue structure, operating revenue decreased by 28.55% year-on-year, reflecting the impact of restructuring and strategic adjustments. Financial income increased by 12.94%, indicating improved effectiveness in capital management and financial investment activities. Other income decreased by 95.90%, mainly due to the absence of certain extraordinary income items that had been recognized in the previous year.

In terms of operating expenses, total expenses in 2025 amounted to VND 1,343 billion, down 17.30% compared to 2024. A notable positive development was the significant reduction in administrative expenses, which declined by 46.99% year-on-year, reflecting the effectiveness of organizational streamlining, structural optimization, and strengthened internal cost control during the restructuring process. Meanwhile, financial expenses increased, primarily associated with maintaining funding sources to support business operations and the implementation of core business activities, thereby exerting certain pressure on total expenses during the year.

As a result, profit before tax in 2025 reached VND 148 billion, representing a decrease of 69.4% compared to 2024, but still exceeding the annual plan by 6%. This outcome reflects the Company's priority on restructuring and strengthening risk management, while still ensuring the achievement of its profit targets.

Regarding financial safety indicators, the Company's capital adequacy ratio in 2025 reached 182.79%, decreasing compared to the previous year but still meeting the minimum regulatory requirements. This indicates that the Company's financial foundation remained stable and continued to support the expansion of its core business activities on the basis of prudent and rigorous risk management.

The return on equity (ROE) was 1.55%, remaining at a relatively low level, reflecting limited capital efficiency as the Company focused on addressing legacy issues and strengthening its financial foundation and risk management framework during the year.

Overall, the results for 2025 reflect a significant transition phase in the Company's development strategy, with a focus on operational restructuring, enhanced risk management, strengthened financial capacity, and the development of core business segments. These efforts have established a solid foundation for stable and sustainable growth in the coming periods.

Notably, at the end of 2025, upon completion of the private placement of shares to increase charter capital, the Company officially became a subsidiary of Tien Phong Commercial Joint Stock Bank (TPBank). This milestone marks a significant shift in the Company's ownership structure and development orientation and is expected to further enhance its financial capacity, risk management capabilities, and product and service development. Leveraging its affiliation with TPBank, the Company is well-positioned to capitalize on strengths in digital banking, customer networks, and technology platforms to expand its business activities, thereby creating momentum for future growth.

3. Key Business Activities in 2025

a. Proprietary Trading Activities

In 2025, the stock market recorded positive growth in both liquidity and index performance. However, in light of developments related to corporate bonds of certain

issuers, the Company proactively adjusted its investment strategy from the first quarter of 2025 by reducing portfolio size and enhancing liquidity, with a view to ensuring financial safety and maintaining operational stability.

By the fourth quarter of 2025, as market conditions gradually improved, the Company's liquidity showed a gradual recovery. On that basis, the Company cautiously resumed proprietary trading activities, with financial assets measured at fair value through profit or loss (FVTPL) reaching VND 2,066 billion, representing an increase of 15% compared to the end of the third quarter of 2025. The expansion of the portfolio was carried out in alignment with the Company's capital capacity and risk control orientation.

As of year-end 2025, proprietary trading recorded gross profit of VND 80 billion, representing a decrease of nearly 80% compared to 2024 and accounting for 10.4% of the Company's total gross profit structure.

b. Investment Banking Services

In 2025, the Company recorded revenue from financial advisory services of VND 15 billion, representing a decrease of 31% compared to 2024. During the year, the Company did not record revenue from underwriting or securities issuance agency services.

In the coming period, following its official status as a subsidiary of Tien Phong Commercial Joint Stock Bank (TPBank), the Company is expected to benefit from expanded access to customer segments, enhanced credit appraisal capabilities, and advantages in distribution networks and brand reputation derived from the parent bank. Synergies within the ecosystem are expected to provide a foundation for the development of corporate clients, promote investment banking products, and gradually restore the growth momentum of this segment as seen during the 2020-2022 period.

c. Securities Brokerage Activities

In 2025, securities brokerage activities continued to face intense competition within the industry, particularly in terms of transaction fees and margin lending interest rates. Nevertheless, the Company recorded improvements in operational efficiency, supported by effective cost control measures.

During the year, brokerage revenue reached VND 61 billion, remaining broadly in line with the previous year. Meanwhile, brokerage-related expenses decreased by nearly 28% as a result of operational cost optimization. Consequently, the brokerage segment's profit margin improved, with gross profit reaching VND 12 billion, compared to a loss of VND 5 billion in 2024.

However, the scale of brokerage revenue remains relatively modest within the overall revenue structure, indicating significant room for further growth. The Company will continue to focus on enhancing service quality, expanding its customer base, and developing its trading platform in order to gradually increase market share in the coming period.

d. Treasury and Funding Activities

In 2025, treasury and funding activities recorded profit of approximately VND 218 billion, representing a decrease of 8.7% compared to 2024. Of this, interest income from loans and receivables reached VND 164 billion, down 16% year-on-year, while income from held-to-maturity (HTM) investments amounted to VND 54 billion, up 28% compared to 2024.

In addition to maintaining strict cost control, the Company proactively mobilized and stabilized its working capital sources as well as short-term borrowings from commercial banks at reasonable interest rates. As a result, the Company ensured sufficient funding for business operations, while contributing to improved capital utilization efficiency and overall operational performance.

4. Other Supporting Activities

a. Products and Technology

To attract customers and expand market share, the Company actively introduced new products and services aligned with customer needs and market trends. During the year, various promotional programs on trading fees and lending interest rates were implemented to stimulate and increase customer trading activities.

Recognizing the critical role of technology in enhancing competitiveness, strengthening risk management, and optimizing operational efficiency, the Company identified investment in information technology and digital transformation as one of its strategic pillars.

In recent years, the Company has allocated significant resources to comprehensively upgrade its technology infrastructure, focusing on key projects to modernize the core securities system and standardize operating processes in line with market practices. The Company has successfully completed and put into operation several major projects, including upgrading the core securities system, connecting to and preparing for the KRX trading system, implementing eKYC, and deploying digital solutions to support internal governance and enhance customer experience.

The accelerated adoption of technology has improved transaction processing capacity, enhanced system stability and security, and strengthened risk control, portfolio management, and cash flow management. Business processes have been progressively digitized and automated, reducing operational risks, optimizing costs, and improving transparency. At the same time, the modern technology platform enables the Company to deliver financial products and services more quickly, flexibly, and in a more personalized manner, meeting the increasingly diverse needs of both individual and institutional clients.

b. Risk Management Activities

In 2025, the Company continued to prioritize the enhancement of its risk management and internal control systems, considering them key pillars for ensuring safe, transparent, and sustainable operations.

Inspection and compliance monitoring activities were conducted regularly, consistently, and rigorously across the system. Through these efforts, the Company promptly identified, assessed, and controlled potential risks arising during operations, while strengthening risk prevention at the operational level. The Company also continued to improve its internal control system, standardizing appraisal, approval, and supervision processes for business activities, thereby enhancing governance discipline and effectiveness.

In addition, based on practical assessments of operations in prior periods, the Company proactively reviewed its business portfolio, strengthened risk management criteria, and adjusted the implementation of business activities toward a more prudent, transparent, and tightly controlled approach.

As a result, the Company's business activities have increasingly been conducted on a solid foundation of robust risk management and full compliance with applicable laws

and internal regulations, contributing to strengthened governance and improved operational safety and stability.

c. Human Resources

In 2025, the Company proactively restructured and streamlined its organizational structure; as of year-end, the total number of employees was 164. This process included reviewing the organizational structure, realigning functions and responsibilities among units to reduce intermediate layers, enhance coordination, and improve labor productivity, while maintaining necessary stability for core operations.

The development of a lean, efficient workforce aligned with the Company's strategic direction has enhanced operational flexibility, supported short-term business requirements, and established a foundation for the Company's medium- and long-term development roadmap.

II. BUSINESS PLAN FOR 2026

1. Macroeconomic Outlook and Securities Market Forecast for 2026

Against the backdrop of an increasingly complex and unpredictable global economic environment, 2026 is expected to be a pivotal year for Vietnam in consolidating its macroeconomic fundamentals and reinvigorating growth drivers.

The National Assembly has set a GDP growth target of 10% or higher for 2026, while several international organizations have adopted a more cautious outlook, projecting growth in the range of 7.2%-7.5%, reflecting risks arising from geopolitical uncertainties, shifts in monetary policies in major economies, and potential slowdown in global trade. Nevertheless, Vietnam's growth prospects continue to be supported by sustained inflows of foreign direct investment (FDI), accelerated disbursement of public investment, and stable domestic demand.

On the basis of a stable macroeconomic environment and continued improvements in the investment climate, Vietnam's stock market in 2026 is expected to maintain a positive trajectory in terms of both liquidity and capital quality. Notably, following the completion of legal and trading infrastructure enhancements in 2025, Vietnam is anticipated to be upgraded to "Secondary Emerging Market" status by FTSE Russell in September 2026, which is expected to attract additional foreign investment inflows and enhance the standing of Vietnam's capital market.

In this context, market developments are expected to create further growth opportunities for securities companies, while also requiring continued strengthening of risk management capabilities, improvement in capital efficiency, and reinforcement of financial foundations.

2. Business Orientation and Plan for 2026

Entering 2026, building on the results achieved from the restructuring process and the strengthening of its financial foundation in 2025, the Company will continue to pursue a development strategy focused on safety, efficiency, and sustainability, while gradually capturing market growth opportunities.

The Company will prioritize reinforcing its financial capacity, optimizing its product structure, and enhancing capital utilization efficiency, in parallel with improving asset quality and strengthening analytical and appraisal capabilities across all business segments. At the same time, the Company will continue to enhance its corporate governance and risk management systems in a proactive, standardized, and transparent manner, ensuring full compliance with applicable laws and financial safety ratios.

In terms of business operations, the Company will focus on developing its core business lines, including brokerage, investment banking, and financial services, while improving the quality of products, services, and overall customer experience. The target market share for equity brokerage is set at approximately 1.0%-1.2%, alongside the development of value-added services to enhance service quality and customer engagement.

With a strengthened financial foundation and a prudent governance approach, the Company expects 2026 to mark a period of gradual recovery and stable growth, laying the groundwork for enhanced competitiveness and increased shareholder value in the years ahead.

(Unit: billion VND)

No.	Index	Year 2025	Year 2026	
		Implementation	Plan	Growth
1	Revenue	1,491	2,250	50.91%
2	Cost	1,343	1,822	35.67%
3	Profit before tax	148	428	189.19%
4	Profit after tax	118	343	190.68%

3. Key Action Programs and Implementation Measures for 2026

a. Diversifying Products and Services and Expanding the Customer Base

The Company will continue to implement its business strategy across targeted customer segments, designing appropriate policies and business mechanisms to enhance personalization and service quality. At the same time, the Company will strengthen the development of core business lines such as securities brokerage, investment banking, underwriting advisory, and capital arrangement services, thereby expanding its customer base and improving operational efficiency.

b. Strengthening Risk Management and Optimizing Investment Efficiency

The Company will further enhance its risk management and internal control systems by standardizing processes and strengthening early warning mechanisms to ensure compliance with safety limits in operations. In parallel, the Company will expand relationships with financial institutions, diversify funding sources, and improve liquidity management capabilities.

In investment and proprietary trading activities, the Company will closely monitor market developments, strengthen analysis and forecasting capabilities to improve investment efficiency, and manage its portfolio based on prudent capital allocation principles and strict risk control.

c. Upgrading and Enhancing Technology Systems

The Company will continue to invest in upgrading its technology infrastructure and developing digital trading platforms to enhance customer experience and operational efficiency. In parallel, information security and cybersecurity measures will be strengthened to meet increasingly stringent requirements in the digital environment.

d. Strengthening Communications and Brand Recognition

The Company will intensify communication activities and expand brand visibility through promotional programs, thematic seminars, analytical reports, and digital communication channels. At the same time, the Company will continue to develop in-

depth financial advisory and investment consulting services to enhance customer service quality.

e. Human Resource Development

The Company will focus on developing high-quality human resources by strengthening professional training, enhancing risk management capabilities, and fostering a culture of compliance across the organization, thereby improving operational efficiency and overall competitiveness.

The foregoing constitutes the full content of the Report on the 2025 business performance and the 2026 business plan of the Executive Board as presented at the 2026 Annual General Meeting of Shareholders.

The Executive Board commits to managing the Company's operations in a proactive and efficient manner, closely aligned with the objectives approved by the General Meeting of Shareholders, ensuring an appropriate balance between growth and safety, and striving to enhance business performance and deliver sustainable value to shareholders.

Respectfully submitted.

ON BEHALF OF EXECUTIVE BOARD
GENERAL DIRECTOR

Recipients:
- As above;
- BoD, BoS (for information);
- Executive Board;
- Archived at the Office.

(*signed and sealed*)

DANG SI THUY TAM

TIEN PHONG SECURITIES CORPORATION

No. 01/BC-TPS.BKS

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

REPORT ON THE 2025 PERFORMANCE AND 2026 PLAN OF THE BOARD OF SUPERVISORS

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Board of Supervisors ("**BoS**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Report on the 2025 performance and 2026 plan of the Board of Supervisors, with the following key contents:

I. ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025

1. Performance of the Members of the Board of Supervisors in 2025

a. Evaluation Report on the Performance of the Members of the Board of Supervisors

The Board of Supervisors comprises three (03) members and performs the function of representing shareholders in inspection and supervision activities, as well as providing recommendations to improve the internal control system, risk management, and the overall effectiveness of the Company's governance.

In 2025, the Board of Supervisors carried out the following key activities:

- Developed and issued the annual work plan, clearly defining the scope, contents, and supervision methods as a basis for the consistent and effective implementation of its functions and duties;

- Performed supervisory duties in accordance with applicable laws, the Company's Charter, and internal regulations, focusing on key areas such as business planning, finance, risk management, auditing, and internal control; while monitoring the implementation of resolutions and decisions of the GMS, the Board of Directors, and the Executive Board, as well as transactions with related parties;

- Attended meetings between the Board of Directors and the Executive Board to maintain continuous supervision; thereby promptly monitoring and evaluating the Company's operations and the management and use of its capital and assets, and providing independent supervisory opinions on material matters;

- Reviewed reports and inspection results from specialized departments to assess the effectiveness of the internal control system, and made timely recommendations for risk prevention and mitigation measures;

- Examined and appraised periodic and ad hoc reports of the Company, including semi-annual and annual financial statements, audit reports on the use of proceeds, and financial safety ratio reports, ensuring compliance with legal regulations and the true and fair presentation of the Company's performance;

- Supervised the protection of the lawful rights and interests of shareholders, the fair treatment among shareholders, and the transparency of information disclosure, thereby contributing to enhanced accountability and reliability in the Company's governance.

b. Summary of Meetings of the Board of Supervisors and Its Conclusions and Recommendations in 2025

In 2025, the Board of Supervisors held two (02) formal meetings (on June 27, 2025 and December 26, 2025), while also maintaining regular internal working sessions and engagements with relevant departments to ensure the continuous performance of its inspection and supervisory functions. During these meetings, the Board of Supervisors focused on reviewing, discussing, and reaching consensus on the following key matters:

- Approval of the Board of Supervisors's work plan as a basis for implementing inspection and supervision activities;

- Review and evaluate the situation of business and financial activities and the management and use of capital of the Company;

- Review and assessment of the Company's business operations, financial position, and the management and use of capital;

- Evaluation of the effectiveness of the internal control system, risk management, and audit activities;

- Discussion and provision of opinions on material issues arising during the course of operations.

Based on the matters reviewed, the Board of Supervisors reached several key conclusions and made the following recommendations:

- The Company's operations are aligned with the directions approved by the GMS and the Board of Directors; management and administration comply with applicable laws, the Company's Charter, and internal regulations;

- The internal control and risk management systems have been maintained; however, further enhancement in early risk identification and strengthened controls in key areas are recommended;

- Information disclosure has been relatively comprehensive; however, further improvements are needed to ensure timeliness, consistency, and alignment with good governance practices;

- Transactions with related parties have been conducted in accordance with regulations; nevertheless, independent review and supervision should be further strengthened to closely control potential risks;

- It is recommended that the Executive Board continue to refine internal processes and regulations, and enhance coordination among departments.

The Board of Supervisors has effectively fulfilled its independent inspection and supervisory role, while providing recommendations aimed at strengthening governance discipline, enhancing risk control, and improving the overall operational efficiency of the Company.

2. Results of Supervising the Company's Operations and Financial Position

2.1. Results of Supervising the Company's Operations

Based on its supervisory activities in 2025, the Board of Supervisors noted that the Company's operations were implemented in alignment with the business plan approved by the GMS at the 2025 Annual Meeting. Despite a volatile market environment, the Company proactively adopted appropriate management measures, thereby maintaining operational stability and achieving key targets.

Specifically, the 2025 plan set targets of VND 1,379 billion in revenue and VND 139 billion in profit before tax. In practice, the Company exceeded these targets, achieving revenue of VND 1,491 billion (108% of plan) and profit before tax of approximately VND 148 billion (106% of plan).

2.2. Results of Supervising Legal Compliance

The Board of Supervisors assessed that the Company has generally complied with applicable laws and its internal regulations relating to risk management, internal control systems, and corporate governance. The organization of the GMS was also conducted in accordance with legal requirements and the Company's Charter.

However, during the course of operations, certain shortcomings were identified in relation to information disclosure and reporting obligations under applicable regulations, which resulted in administrative sanctions imposed by the State Securities Commission in the field of securities and the stock market, specifically as follows:

Violations relating to information disclosure in connection with private corporate bond issuances: Certain required disclosures were not made in accordance with regulations, and some reports were disclosed late, including the audited report on the use of proceeds from bond issuances for 2022 and the report on the results of private bond offerings (bond code: ORSH2328001).

Violations relating to reporting obligations: Certain reporting obligations were not fully fulfilled or were submitted late, including the failure to report the termination of an employment contract with a licensed securities practitioner, as well as delayed submission of the 2023 Annual Report, the audited 2024 financial statements, and the financial safety ratio report as of December 31, 2024.

These shortcomings were primarily procedural and related to compliance with deadlines, and did not have a material impact on the Company's operations. Nevertheless, the Board of Supervisors emphasizes that the Company should strengthen controls over information disclosure and reporting obligations to ensure full and timely compliance with applicable regulations, thereby mitigating potential risks in its operations.

2.3. Results of Supervising the Consolidation of Governance and Management Structure

In 2025, the Company implemented the consolidation of its governance and management structure in accordance with the resolutions of the GMS and the Board of Directors, with a focus on streamlining and enhancing operational efficiency. The composition of the Board of Directors and the Board of Supervisors was reorganized and consolidated during the year; at the same time, the Company changed its General Director to meet management requirements and strategic development orientations.

The Board of Supervisors assessed that these changes to the governance and management structure were carried out within proper authority and in compliance with applicable laws, the Company's Charter, and internal regulations, thereby contributing to strengthened governance capacity, improved control effectiveness, and ensuring that the organizational structure meets the requirements of the Company's transformation process.

2.4. Results of Supervising and Reviewing the Company's Annual Financial Statements

Supervision of the Company's annual financial statements:

(Unit: billion VND)

Criteria	Implemented in 2024	Plan for 2025	Implementation in 2025	% 2025 Implementation / 2025 Plan	% Implemented 2025 / Implemented 2024
Total Revenue	**2.106**	**1.379**	**1.491**	**108%**	**71%**
Operating Revenue	2.077	-	1.484	-	71%
Revenue from financial activities	5	-	6	-	120%
Other income	23	-	1	-	4,3%
Total Cost	**1.624**	**1.240**	**1.343**	**108%**	**83%**
Operating Costs	971	-	716	-	74%
Management Costs	135	-	71	-	53%
Financing Costs	518	-	554	-	107%
Other expenses	0,3	-	2	-	667%
Profit before tax	**481**	**139**	**148**	**106%**	**31%**

In 2025, the Company exceeded its business plan targets; however, both revenue and profit declined compared to the previous year, reflecting the impact of market conditions and the restructuring process. The revenue and cost structure shifted toward a more prudent approach, with an increase in financial expenses, while operating and administrative expenses were effectively controlled.

Based on the review of periodic financial statements and working sessions with relevant departments, the Board of Supervisors monitored the recognition and presentation of material items, while noting significant changes in the structure of revenue, costs, and profitability. The supervisory activities were conducted on a continuous basis, focusing on assessing compliance and the reasonableness of accounting figures, as well as factors materially affecting the financial statements.

The Company's 2025 annual financial statements were audited by International Auditing and Valuation Co., Ltd. The Board of Supervisors assessed that the financial statements were prepared and presented in accordance with applicable accounting standards and regulations, fairly and accurately reflecting the Company's financial position. The preparation and disclosure processes were also conducted in compliance with applicable regulations, ensuring transparency and reliability of financial data.

Review of the Company's Annual Financial Statements:

The Board of Supervisors reviewed the Company's 2025 audited financial statements and concurred with the following opinion: "*The financial statements present fairly and, in all material respects, the financial position of the Company as at December 31, 2025, as well as its business performance and cash flows for the financial year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting Regime, and relevant legal regulations governing the preparation and presentation of financial statements.*"

The Board of Supervisors also reviewed the Company's 2025 interim financial statements, which were subject to review by International Auditing and Valuation Co., Ltd., and agreed with the following conclusion: "*Nothing has come to our attention that causes us to believe that the accompanying interim financial statements do not present*

fairly, in all material respects, the interim financial position of the Company as at June 30, 2025, and its interim results of operations and cash flows for the six-month period then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting Regime, and relevant legal regulations governing the preparation and presentation of interim financial statements."

2.5. Results of Supervising the Implementation of Resolutions of the GMS

In 2025, the Company implemented the resolutions of the GMS in the context of certain internal pressures. Accordingly, the Board of Directors oriented the restructuring process in a prudent manner, contributing to the gradual stabilization of operations and improvement of business performance.

As a result, the Company exceeded its 2025 business plan targets, with revenue and profit before tax reaching approximately 108% and 106% of the plan, respectively. Costs were effectively controlled, reflecting the initial effectiveness of restructuring measures and operational adjustments.

With respect to capital mobilization, bond issuances amounted to VND 1,328 billion out of the approved limit of VND 3,000 billion. At the same time, the Company successfully completed the private placement of shares to Tien Phong Commercial Joint Stock Bank, increasing its charter capital to over VND 6,239 billion.

The Company also selected an independent auditing firm in accordance with regulations, ensuring the audit of financial statements and other required reports. Audit activities were conducted in compliance with applicable regulations, supporting the review process and enhancing the reliability of financial information, while also reinforcing financial discipline and transparency in information disclosure.

The Board of Supervisors assesses that the implementation of the 2025 GMS resolutions was carried out in compliance with regulations, achieved a number of positive results, and substantially fulfilled the key objectives set out.

3. Results of Supervision over the Board of Directors, the General Director, and Other Executives

In 2025, the Board of Supervisors performed its supervisory function over the Board of Directors, the General Director, and other management personnel in accordance with applicable laws, the Company's Charter, and internal regulations.

With respect to the Board of Directors, the Board of Supervisors noted that the Board fulfilled its governance, strategic direction, and high-level supervision roles within its authority. The resolutions and decisions issued were generally aligned with the orientations and matters approved by the GMS. The Board's work program focused on key issues, including business planning, restructuring, risk management, and the implementation of capital mobilization plans during 2025.

With respect to the General Director and the Executive Board, management activities were carried out under a delegated framework, closely following the directions of the Board of Directors, while maintaining flexibility in response to market conditions. This contributed to operational stability and improved business performance.

Based on its supervision, the Board of Supervisors recognizes that the Board of Directors, the General Director, and other management personnel have exercised their rights and fulfilled their responsibilities within their respective authorities. Governance and management activities were maintained in a stable manner, with appropriate adjustments in line with practical conditions, thereby ensuring that the Company's operations remained aligned with its strategic direction.

4. Results of Evaluating the Coordination between the Board of Supervisors, the Board of Directors, the General Director, and Shareholders

The Board of Supervisors maintained regular and timely communication and coordination mechanisms with the Board of Directors and the General Director to support its supervisory activities and monitor the Company's operations.

The Board of Supervisors was provided with adequate information and documentation relating to corporate governance, business operations, and financial performance, thereby facilitating the effective performance of its supervisory function in monitoring compliance and the implementation of resolutions of the GMS and the Board of Directors. The coordination between the Board of Supervisors, the Board of Directors, and the General Director was effectively maintained, contributing to enhanced transparency, accountability, and the effectiveness of the Company's governance system.

With respect to shareholders, information disclosure and the exercise of shareholders' rights were carried out in accordance with applicable regulations, thereby ensuring the legitimate rights and interests of shareholders while maintaining the principles of transparency, fairness, and equal access to information.

5. Remuneration of the Board of Supervisors

The Board of Supervisors is entitled to remuneration and other benefits in accordance with applicable laws and the Company's internal regulations. The remuneration of Members of the Board of Supervisors is presented as a separate item in the Company's financial statements and is publicly disclosed.

The payment of remuneration to the Board of Supervisors in 2025 was carried out in accordance with the budget plan approved at the 2025 Annual GMS. The Board of Supervisors also proposes to submit to the GMS for consideration and approval the budget plan for its activities in 2026 (Detailed information is provided in the Report on 2025 Budget Utilization and the 2025 Budget Plan of the Board of Supervisors).

6. Report on Transactions between the Company and Related Parties

The Board of Supervisors conducted supervision over related party transactions, focusing on approval procedures, transaction terms, and information disclosure. No material irregularities were identified that would adversely affect the interests of the Company and its shareholders.

Related party transactions have been aggregated and disclosed in the Company's 2025 Corporate Governance Report in accordance with applicable regulations.

II. PLAN OF THE BOARD OF SUPERVISORS IN 2026

Based on its functions and duties in accordance with applicable laws, the Company's Charter, and internal regulations, the Board of Supervisors has developed its 2026 operation plan with a focus on enhancing supervisory effectiveness, strengthening risk control, and contributing to the improvement of the Company's governance system.

In 2026, the Board of Supervisors will focus on implementing the following key activities:

- Conduct inspection and supervision of business operations, management, and administration to ensure compliance with applicable laws and the Company's Charter;

- Review and assess financial statements, ensuring the completeness, legality, and accuracy of financial information;

- Review contracts and transactions with related parties and provide recommendations on approvals in accordance with proper authority;

- Supervise the activities of the Board of Directors, the General Director, and other management personnel;

- Monitor the implementation of resolutions of the GMS and the Board of Directors, particularly those related to financial conditions, capital utilization efficiency, and financial safety indicators of the Company;

- Evaluate the effectiveness of the internal control and risk management systems and promptly recommend measures to prevent and mitigate risks;

- Supervise information disclosure and reporting obligations to ensure compliance and minimize potential risks;

- Maintain coordination mechanisms with the Board of Directors, the Executive Board, and relevant units to enhance supervisory effectiveness.

The above constitutes the full content of the Board of Supervisors's Report on 2025 performance and the 2026 plan as presented to the 2026 Annual General Meeting of Shareholders.

The above constitutes the full content of the Board of Supervisors's Report on 2025 performance and the 2026 plan as presented to the 2026 Annual General Meeting of Shareholders.

Respectfully submitted.

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD OF SUPERVISORS

Recipients:

- As above;
- BoD (for information);
- Archived at the BoS.

(*signed and sealed*)

PHAM THI THANH TAM

TIEN PHONG SECURITIES CORPORATION	SOCIALIST REPUBLIC OF VIETNAM
	Independence - Freedom - Happiness
No. 02/BC-TPS.BKS	*Ho Chi Minh City, March 30, 2026*

REPORT ON THE UTILIZATION OF THE 2024 BUDGET AND THE 2025 BUDGET PLAN OF THE BOARD OF SUPERVISORS

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Board of Supervisors respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the Report on the Utilization of the 2024 Budget and the 2025 Budget Plan of the Board of Supervisors, with the following key contents:

1. Utilization of the 2025 Budget

The Board of Supervisors' remuneration budget for 2025, as approved by the 2025 Annual GMS, amounted to VND 140 million. In practice, total remuneration expenses for the year were VND 138 million, equivalent to 98.57% of the approved budget.

Accordingly, the Board of Supervisors complied with the approved budget plan and utilized the budget in an efficient and cost-conscious manner, in line with the Company's general policies.

2. Budget Plan for 2026

The total budget of the Board of Supervisors for 2026 is estimated at VND 486 million (*in words: Four hundred and eighty-six million Vietnamese dong*), including VND 183 million for remuneration and an additional VND 303 million for other operating expenses.

Accordingly, the Board of Supervisors' budget for 2026 is adjusted as follows:

- The remuneration budget for 2026 is expected to increase compared to 2025. The specific remuneration for each member of the Board of Supervisors shall be determined by the Head of the Board of Supervisors based on assigned duties and responsibilities, ensuring that the total remuneration does not exceed the budget approved by the GMS.

- An additional budget item for other operating expenses of the Board of Supervisors is proposed to meet arising requirements in the course of performing its functions and duties, thereby ensuring appropriate operating conditions and supporting the enhancement of inspection and supervision effectiveness.

Respectfully submitted to the GMS for consideration and approval.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS

***Recipients*:**
- As above;
- BoD (for information);
- Archived at the BoS.

(*signed and sealed*)

PHAM THI THANH TAM

TIEN PHONG SECURITIES CORPORATION

No.: 01/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the 2025 Financial Statements, the Report on the Use of Proceeds from the Private Placement of Shares, and the Report on the Contributed Charter Capital of the Company, as audited)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*
- *Pursuant to the 2025 Financial Statements, the Report on the Use of Proceeds from the Private Placement of Shares, and the Report on the Company's Paid-in Charter Capital, as issued by the Company;*

Based on the appraisal results of the 2025 Financial Statements conducted by the Board of Supervisors, the Board of Directors hereby respectfully submits to the General Meeting of Shareholders for consideration and approval the following:

1. Approval of the audited 2025 Financial Statements and the Report on the Use of Proceeds from the Private Placement of Shares of the Company

1.1. Approval of the Company's audited 2025 Financial Statements

The Company's 2025 financial statements have been audited by International Auditing and Valuation Co., Ltd., with an unqualified opinion, and have been published on the Company's website (www.tpbs.com.vn) and disclosed in accordance with applicable laws.

Key financial indicators of the Company as presented in the audited 2025 Financial Statements are as follows:

No.	Indicators	As presented in the audited annual financial statements (VND)	
		Year 2024	Year 2025
1	Total Assets	11.198.130.697.457	14.336.388.033.798
2	Revenue	2.105.577.648.967	1.491.188.485.215
3	Profit before tax	481.449.841.543	147.505.078.037
4	Profit after tax	379.111.428.571	118.498.637.900
5	Undistributed accumulated profit	537.388.762.306	655.887.400.206

1.2. Approval of the Report on the Use of Proceeds from the Private Placement of Shares of the Company, as audited

The Company conducted a private placement of shares in 2025 to increase its charter capital from VND 3.359.997.430.000 to VND 6.239.309.040.000.

Pursuant to the audited Report on the progress of use of proceeds from the private placement of shares, audited by International Auditing and Valuation Co., Ltd., as of

March 31, 2026, the Company has used the proceeds from the private placement as follows:

+ Total proceeds from the private placement: VND 3.599.139.512.500;

+ Amount used as of March 31, 2026: VND 2.560.151.280.201;

+ Unused amount as of March 31, 2026: VND 1.038.988.232.299.

Details of the audited Report on the Use of Proceeds from the Private Placement of Shares of the Company are published on the Company's website (www.tpbs.com.vn).

2. Approval of the Audited Report on the Company's Contributed Charter Capital

The report on the Company's contributed charter capital (for the reporting period from December 3, 2025 to December 31, 2025) has been audited by International Auditing and Valuation Co., Ltd., following the completion of the Company's private placement of shares in 2025 for the purpose of increasing its charter capital.

Details of the contributed charter capital and share premium are as follows:

Time	Description	Number of Shares	Contributed charter capital (VND)	Share premium (VND)
Date 03/12/2025	Opening balance	335.999.743	3.359.997.430.000	5.916.888.000
	Capital increase in the period (private placement)	287.931.161	2.879.311.610.000	719.827.902.500
Date 31/12/2025	Closing balance	623.930.904	6.239.309.040.000	725.744.790.500

The Board of Directors hereby submits this Proposal to the General Meeting of Shareholders for its consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

(signed and sealed)

NGUYEN HONG QUAN

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

TIEN PHONG SECURITIES CORPORATION

No. 02/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the 2025 Profit Distribution Plan)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*
- *Based on the Company's 2025 business results as reflected in the audited 2025 Financial Statements;*

The Board of Directors hereby respectfully submits to the General Meeting of Shareholders for consideration and approval of the 2025 profit distribution plan with the following contents:

1. Report on the allocation of profits and funds in 2025

(Unit: VND)

No	Item	Amount
1	Undistributed profit after tax closed as of 31/12/2024 (based on the audited 2024 Financial Statements)	537.388.762.306
2	Profit after tax realized in 2025	118.498.637.900
3	Deduction for the establishment of funds and reserves to be implemented in 2025	0
4	Undistributed profit after tax closed as at 31/12/2025 (based on the audited 2025 Financial Statements) (4 = 1 + 2 – 3)	655.887.400.206

2. Approval of the 2025 Profit Distribution Plan

The Company satisfies the conditions for profit distribution in accordance with the Company's Charter and applicable laws.

However, the Company's accumulated retained earnings are planned to be utilized for its business development plan in 2026. Accordingly, the Company does not distribute profits for the financial year 2025.

The Board of Directors hereby submits this Proposal to the General Meeting of Shareholders for its consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

(signed and sealed)

NGUYEN HONG QUAN

***Recipients*:**

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

TIEN PHONG SECURITIES CORPORATION

No. 03/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the change of the Company's head office location and branch information)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;*
- *Pursuant to the Company's Charter of Organization and Operation (the "**Charter**");*
- *Based on the Company's operational requirements and development orientation;*

In order to align with the Company's development strategy, expand business operations, and enhance connectivity with partners, regulatory authorities and key markets, the Board of Directors hereby respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's head office location and branch information, as follows:

1. Change of the Company's head office location

Current registered head office	Proposed new head office
7th Floor, Doji Tower, 81-83-85 Ham Nghi Street, Saigon Ward, Ho Chi Minh City (formerly Nguyen Thai Binh Ward, District 1).	12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi.

2. Change of the Company's branch name and location

Current branch name and location	Proposed branch name and location
TIEN PHONG SECURITIES JOINT STOCK COMPANY - HANOI BRANCH	TIEN PHONG SECURITIES JOINT STOCK COMPANY - HO CHI MINH CITY BRANCH
12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi (formerly Dien Bien Ward, Ba Dinh District).	7th Floor, Doji Tower, 81-83-83B-85 Ham Nghi Street, Saigon Ward, Ho Chi Minh City.

3. Assign/authorize the Board of Directors: Organize the implementation of necessary procedures to change the location of the head office and change of branches of the Company in accordance with the provisions of law; carry out procedures for registering changes in the content of the establishment and operation license, register

the enterprise at the competent authority; and decide on other related matters in order to complete the change of the location of the head office and the change of branches of the Company.

The Board of Directors hereby submits this Proposal to the General Meeting of Shareholders for its consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

(*signed and sealed*)

NGUYEN HONG QUAN

TIEN PHONG SECURITIES CORPORATION

No. 04/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the amendment, supplementation, and issuance of certain documents under the authority of the General Meeting of Shareholders)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Company's Charter of Organization and Operation approved under the Resolution of the General Meeting of Shareholders No. 03/2025/NQ-DHDCDBT dated December 26, 2025 (the "**Charter**");*
- *Pursuant to the internal governance regulations of the Company approved under the Resolution of the General Meeting of Shareholders No. 01/2024/NQ-DHDCDTN dated April 24, 2024;*
- *Pursuant to the regulations on the operation of the Board of Directors approved under the Resolution of the General Meeting of Shareholders No. 01/2022/NQ-DHDCDTN dated March 11, 2022;*
- *Considering the practical governance and management of the Company;*

The Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the amendment, supplementation, and issuance of certain documents within the authority of the GMS, including the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors, with the specific contents as follows:

1. Necessity for Amending, Supplementing, and Issuing New Documents

The amendment, supplementation, and issuance of the aforementioned documents aim to ensure compliance with relevant legal regulations; at the same time, to ensure consistency and uniformity between the Company's internal document system and the provisions of law, thereby enhancing organizational and operational efficiency and meeting the Company's governance and management requirements.

2. Detailed Contents

2.1. Amendment and Supplementation of the Charter

The amendment and supplementation of the Charter focus on updating information regarding the Company's head office and charter capital, specifically:

a. Amendment of the provision on the Company's head office address in Clause 3, Article 2 of the Charter as follows:

- Current content: "*Head office address: 7th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Saigon Ward, Ho Chi Minh City.*"
- Amended content: "*Head office address: 12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi City.*"

b. Supplement to "APPENDIX 01 - CHARTER CAPITAL" attached to the Charter as follows:

No	Date	Charter capital (VND)	Notes
10	29/01/2026	**6,239,309,040,000**	According to the amended license No. 20/GPDC-UBCK issued by the State Securities Commission on 29/01/2026, corresponding to the completion of the 2025 private placement of shares

(*Detailed draft content of the Charter is attached*)

2.2. Promulgation of the New Internal Regulations on Corporate Governance

The Internal Regulations on Corporate Governance are newly developed and promulgated, fully stipulating the following: the rights and authorities of the General Meeting of Shareholders (GMS); the procedures for convening and attending GMS meetings; the functions, duties, and powers of the Board of Directors (BoD), the Chairman of the BoD, and BoD members; the functions, duties, and powers of the Supervisory Board and its members; the nomination and candidacy process for BoD members and Supervisory Board members; the coordination mechanism between the BoD, the Supervisory Board, and the General Director (Executive Board); the responsibilities for providing and publicly disclosing information by BoD members, Supervisory Board members, and the Company's management; reporting and disclosure in accordance with legal regulations; and other relevant matters.

The Internal Regulations on Corporate Governance are issued to ensure consistency and alignment with the Charter and relevant legal regulations, while also being appropriate to the Company's operational practices and governance requirements.

(*Detailed draft content of the Internal Regulations on Corporate Governance is attached*)

2.3. Promulgation of the New Regulations on the Operation of the Board of Directors

The Regulations on the Operation of the Board of Directors are newly developed and promulgated, fully stipulating the organizational structure and term of office; the functions, duties, and powers of the Board of Directors, the Chairman of the Board, and Board members; procedures for convening Board meetings and obtaining opinions of Board members; the working relationship of the Board of Directors; and other related matters.

The Regulations on the Operation of the Board of Directors are issued to ensure consistency and alignment with the Charter and relevant legal regulations, while also being appropriate to the Company's operational practices and governance requirements.

(*Detailed draft content of the Regulations on the Operation of the Board of Directors is attached*)

Based on the provisions of relevant laws and the above analyses and assessments, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments, supplements, and promulgation of the Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of

Directors. These documents shall take effect from the date of approval at the 2026 Annual General Meeting of Shareholders.

The Board of Directors hereby submits this Proposal to the General Meeting of Shareholders for its consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

(*signed and sealed*)

NGUYEN HONG QUAN

TIEN PHONG SECURITIES CORPORATION

No. 05/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the Company's plan for bond issuance/offering with a total issuance limit of VND 3,000 billion)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;*
- *Pursuant to the Company's Charter of Organization and Operation (the "**Charter**");*
- *Based on the Company's business operations and capital requirements;*

In order to ensure sufficient capital for the Company's 2026 operational plan, the Board of Directors hereby respectfully submits to the General Meeting of Shareholders for consideration and approval the Company's bond issuance/offering policy, with the following specific contents:

I. Approval of the Company's Bond Issuance/Offering Policy

Issuer	Tien Phong Securities Corporation.
Type of Bond	Non-convertible, warrant-free, unsecured bonds (the "**Bonds**").
Bond Par Value	Depending on the plan for issuance/offering of Bonds and in accordance with applicable laws, the par value of Bonds may be VND 100,000 per Bond (one hundred thousand VND per Bond) or VND 100,000,000 per Bond (one hundred million VND per Bond), or another amount that is a multiple of VND 100,000 (one hundred thousand VND).
Bond Issuance/Offering Price	According to the par value of the Bonds.
Currency of Bond Issuance and Payment	Vietnamese dong (dong).
Total Par Value of Bonds to be Issued	Up to **VND 3,000,000,000,000** (three trillion VND) ("**Bond Limit**"). For clarity, the total par value of the Bond Limit is calculated as the total par value of Bonds successfully issued/offered from all issuances during the period from the end of the 2026 Annual General Meeting of Shareholders to the start of the next year's Annual General Meeting of Shareholders. Within the scope of the above Bond Limit, the Company will conduct the issuance/offering of Bonds either in a single issuance or divided into multiple issuances (each such issuance is referred to as an "**Issuance**"). The Board of Directors shall specifically decide on the total par value of Bonds to be issued in each Issuance depending on the Company's capital needs and financial situation at the time,

	ensuring compliance with applicable laws.
Bond collateral (if any)	The Board of Directors shall decide on the selection of collateral owned by the Company and/or third parties and/or other security measures permitted by law to secure the payment obligations related to the Bonds.
Bond Term	Up to five (05) years from the date of issuance of each Issuance. The Board of Directors shall specifically decide on the term of the Bonds to be issued in each Issuance in accordance with the Company's capital needs and financial situation at the time.
Bond Interest Rate	The Board of Directors shall specifically decide the interest rate and/or the principles and methods for determining the interest rate applicable to the Bonds issued in each Issuance, ensuring effective capital mobilization by the Company and suitability with the market situation at the time.
Interest Period of Bonds	Every 03 months, 06 months, 12 months, or as a lump-sum payment on the maturity date or early redemption date of the Bonds. The Board of Directors shall specifically decide the interest period of the Bonds issued in each Issuance in accordance with the Company's capital needs and financial situation at the time.
Bond issuance/offering plan	Private placement of Bonds or public offering/public subscription. The Board of Directors shall specifically decide on the plan for issuance/offering of Bonds for each Issuance to ensure compliance with applicable laws.
Participants in buying Bonds	Economic organizations, financial institutions, credit institutions, and individual/institutional securities investors who wish to invest in the Bonds must comply with the provisions of relevant laws.
Payment of Principal and Interest on Bonds	The principal of the Bonds shall be paid in a lump sum on the maturity date or early redemption date of the Bonds. The interest on the Bonds shall be paid periodically in accordance with the Bond interest period.
Bond issuance/offering time	The Board of Directors shall specifically decide the time for the issuance/offering of Bonds for each Issuance to ensure compliance with applicable laws and obtain approval from competent State authorities (if any).
Redemption of Bonds before maturity date	The Company may redeem part or all of the Bonds already issued before their maturity date. The early redemption of Bonds shall be carried out in accordance with the provisions of law and the specific terms and conditions of the relevant Bonds.
Purpose of bond issuance/offering	Depending on the method of issuance/offering of Bonds and in compliance with applicable laws, the Company may issue/offer Bonds for one, several, or all of the following purposes: (i) Restructuring the Company's debt;

	(ii) Enhancing the Company's financial capacity and increasing its capital scale to carry out proprietary trading, advisory services, underwriting of securities, and/or other lawful business activities of the Company; and/or (iii) Raising capital to implement the Company's investment activities, including executing investment programs and projects, contributing capital, acquiring shares/ownership interests, or making other forms of capital investment to expand the Company's operational scale.
Use of Proceeds from Bond Issuance/Offering	The use of proceeds from the issuance/offering of Bonds must comply with the purpose of the Bond issuance/offering as set out in the relevant plan and the information disclosed to investors. The Board of Directors shall, based on the Company's actual operations, allocate and manage the use of proceeds from the issuance/offering of Bonds in accordance with the above provisions, ensuring that the use of capital complies with applicable laws and aligns with the Company's operational plan.
Source of Payment for Principal and Interest of Bonds	The principal and interest of the Bonds shall be paid from: (i) The Company's cash available at the time of principal and interest payment; (ii) Cash flows generated from the Company's operations; (iii) Other lawful assets and sources of funds of the Company.
Registration, Custody, and Trading/Listing of Bonds Successfully Issued in Each Issuance	The General Meeting of Shareholders approves the registration and custody of Bonds at the Vietnam Securities Depository Corporation (VSDC) and the registration for trading/listing at the Hanoi Stock Exchange (HNX) and/or the Ho Chi Minh City Stock Exchange (HOSE), as appropriate to the Bond issuance/offering plan and in compliance with applicable law, for all Bonds successfully issued in the relevant Issuance. The General Meeting of Shareholders authorizes the Board of Directors to implement and make detailed decisions regarding the procedures for registration, custody, and trading/listing of all Bonds successfully issued in each Issuance.

II. Approval of the Authorization to the Board of Directors as follows:

The General Meeting of Shareholders authorizes the Board of Directors to decide, approve, endorse, and implement all matters related to the above-mentioned Bond issuance/offering plan, specifically:

1. Decide on matters related to the bond issuance/offering plan of each Issuance, including but not limited to:

   a. Decide on the method of issuance/offering of Bonds for each Issuance: private placement or public offering;

   b. Decide on the specific terms and conditions of the Bonds to be issued in each Issuance in accordance with the method of issuance/offering, type of Bonds, par value of Bonds, interest rate of Bonds and the principles and methods for determining the interest rate, term of the Bonds, issuance timing of Bonds for each Issuance, and the number of Bonds to be issued in each Issuance;

c. Decide on the criteria for selection, the list of issuers, investors participating in each Issuance, and parties eligible to trade Bonds;

d. Approve the expenses related to the issuance/offering of Bonds.

2. Decide on matters related to the use and repayment of proceeds from the issuance/offering of Bonds (including deciding on the content of the plan to cover any shortfall of capital expected to be raised from the issuance/offering of Bonds for project implementation in case the Company issues/offers Bonds for the purpose of raising capital for a project), on the basis of ensuring compliance with applicable laws and in accordance with the Company's operational plan.

3. Decide on matters related to the establishment of security measures for the Bonds, including but not limited to: the form of security (pledge, mortgage, third-party payment guarantee, and/or any other lawful security measures); type, quantity, and value of collateral; changes to security measures and/or collateral from time to time; terms, conditions, and commitments related to the security documents; documents relating to the legal status of collateral, valuation of collateral, registration of security interests, priority of payment to investors upon enforcement of collateral, and any related amendments, supplements, and adjustments; procedures to complete the establishment of security measures for the Bonds.

4. Decide on matters related to the negotiation, execution, and organization of implementation of contracts, agreements, and documents related to the issuance/offering of Bonds.

5. Decide on and finalize the detailed contents of the bond issuance/offering plan of each Issuance and/or amend or supplement the detailed bond issuance/offering plan when necessary to ensure that the issuance/offering of Bonds complies with applicable laws at each time, is aligned with market conditions, and ensures the Company's effective capital mobilization.

6. Decide on the content of all documents and dossiers required to carry out the procedures for the issuance/offering of Bonds in accordance with the law and/or the requirements of competent State authorities.

7. Decide on and implement matters related to registration and custody of Bonds with the Vietnam Securities Depository (VSD) and registration of trading/listing of Bonds on HNX/HOSE (in accordance with the bond issuance/offering plan and applicable laws), including but not limited to deciding the number of Bonds to be registered; timing of registration, custody, and trading/listing of Bonds; related dossiers and documents; liaising with competent State authorities regarding registration, custody, and trading/listing procedures; and/or any other matters related to the registration, custody, and trading/listing of Bonds.

8. Decide on and approve the contents of the issuance dossiers and documents of each Issuance, the dossiers for registration and custody of Bonds at VSD, and the dossiers for registration of trading/listing of Bonds at HNX/HOSE after completion of each Issuance, and/or any other documents, dossiers, contracts, or agreements necessary or arising from the implementation of each Issuance.

9. Decide on all other matters related to the issuance/offering of Bonds to implement the bond issuance/offering plan as approved above

If deemed necessary, the Board of Directors may assign, delegate, or re-authorize all or part of the above powers and responsibilities to other parties.

The Board of Directors hereby submits this Proposal to the General Meeting of Shareholders for its consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- As above;
- BoS (for information);
- Archived at the Office of the BoD.

(*signed and sealed*)

NGUYEN HONG QUAN

TIEN PHONG SECURITIES CORPORATION

No.: 01/2026/TTr-TPS.BKS

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(*Re: Approval of the selection of an independent auditing firm for the Company*)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Charter of Organization and Operation of the Company;*

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval the plan for the selection of an independent audit unit to audit the Company's financial statements, report on financial safety ratios, report on the owner's contributed capital, report on the use of capital, and/or other reports required to be audited. The details are as follows:

1. The list of independent auditing units for the Company shall include any auditing unit/firm appearing on the list of auditing firms approved to audit public interest entities in the securities sector, as announced and updated by the State Securities Commission (SSC) from time to time.
2. The Board of Directors is authorized to decide on the selection of the audit unit(s) from the above list to audit the Company's reports for the fiscal year 2026 and until the General Meeting of Shareholders approves the selection of another independent auditor at the next Annual General Meeting of Shareholders.

The Board of Supervisors hereby submits this Proposal to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS

(*signed and sealed*)

PHAM THI THANH TAM

***Recipients*:**

- As above;
- BoD (for information);
- Archived: BoS.

TIEN PHONG SECURITIES CORPORATION

No: 02/2026/TTr-TPS.BKS

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, March 30, 2026

PROPOSAL

(Re: Approval of the issuance of the new Regulations on the Operation of the Board of Supervisors)

***To*: The General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;*
- *Pursuant to the Company's Charter of Organization and Operation approved under the Resolution of the General Meeting of Shareholders No. 03/2025/NQ-ĐHĐCĐBT dated December 26, 2025 (the "**Charter**");*
- *Pursuant to the regulations on the operation of the Board of Supervisors approved under the Resolution of the General Meeting of Shareholders No. 01/2022/NQ-ĐHĐCĐTN dated March 11, 2022;*
- *Considering the practical governance and management of the Company;*

The Board of Supervisors respectfully submits to the General Meeting of Shareholders ("**GMS**") for consideration and approval the issuance of the new Regulations on the Operation of the Board of Supervisors, with the specific contents as follows:

1. Necessity of Issuing the New Regulations on the Operation of the Board of Supervisors

The issuance of the new Regulations on the Operation of the Board of Supervisors aims to ensure compliance with relevant legal provisions; at the same time, it ensures consistency and alignment between the Company's internal documents and the applicable laws, thereby enhancing organizational efficiency, operational effectiveness, and meeting the Company's governance and control requirements.

2. Detailed Contents

The Regulation on the Operation of the Supervisory Board has been newly developed and promulgated, fully stipulating the organizational structure and term of office; the functions, duties, and powers of the Supervisory Board and its members; the procedures for convening meetings of the Supervisory Board and obtaining the opinions of its members; the working relationships of the Supervisory Board with other units; and other relevant matters.

The issuance of the Regulations on the Operation of the Board of Supervisors ensures consistency and alignment with the Company's Charter and relevant legal provisions, while also being suitable for the Company's operational practices and governance and control requirements.

(Draft of the Regulations on the Operation of the Board of Supervisors is attached)

Based on relevant legal provisions and practical needs, the Board of Supervisors respectfully submits to the GMS for consideration and approval the issuance of the new Regulations on the Operation of the Board of Supervisors, which shall take effect from the date of approval at the 2026 Annual General Meeting of Shareholders.

The Board of Supervisors hereby submits this Proposal to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS

Recipients:

- As above;
- BoD (for information);
- Archived: BoS.

(*signed and sealed*)

PHAM THI THANH TAM

S.G.P: 49 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIÊN PHONG
QUẬN 1 - T.P HỒ CHÍ MINH

TPS
TIEN PHONG SECURITIES

DRAFT

CHARTER OF ORGANIZATION AND OPERATION
TIEN PHONG SECURITIES CORPORATION

April 22, 2026

TABLE OF CONTENTS

CHAPTER I. DEFINITION 1

Article 1. Definitions and Interpretation 1

CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, OPERATIONAL NETWORK, TERM OF OPERATION AND LEGAL REPRESENTATIVE 2

Article 2. Name, legal form, head office, operational network, term of operation 2

Article 3. Legal representative 3

Article 4. Responsibilities of the Company's Legal Representative 3

Article 5. The Company's Seal 3

CHAPTER III. SCOPE, BUSINESS OBJECTIVES AND ACTIVITIES 4

Article 6. Business Scope and Operations 4

Article 7. Operational Objectives 4

Article 8. Rights and obligations of the Company 4

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS 4

Article 9. Charter capital and foreign ownership ratio 4

Article 10. Types of Shares 4

Article 11. Shareholders 5

Article 12. Rights of ordinary shareholders 6

Article 13. Rights of shareholders owning voting preference shares 7

Article 14. Rights of shareholders owning dividend preference shares 7

Article 15. Rights of shareholders owning refundable preference shares 7

Article 16. Obligations of shareholders 7

Article 17. The authorized representative of the shareholder is an organization 8

Article 18. Register of Shareholders 8

Article 19. Stocks, other financial products and securities 9

Article 20. Adjustment of charter capital 10

Article 21. Acquisition of shares at the request of shareholders 10

Article 22. Transfer of shares 11

Article 23. Bond Offering 11

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL 11

Article 24. Principles of governance and administration 11

Article 25. Organizational structure, governance and management control 11

SECTION 1. GENERAL MEETING OF SHAREHOLDERS 11

Article 26. Rights and obligations of the General Meeting of Shareholders 11

Article 27. General Meeting of Shareholders 12

Article 28. Convening the General Meeting of Shareholders 13

Article 29. List of shareholders entitled to attend the General Meeting of Shareholders 14

Article 30. Agenda and contents of the General Meeting of Shareholders 14

Article 31. Invitation to the General Meeting of Shareholders 15

Article 32. Exercising the right to attend the General Meeting of Shareholders 15

Article 33. Conditions for conducting the General Meeting of Shareholders 16

Article 34. Procedures for conducting meetings and voting at the General Meeting of Shareholders 16

Article 35. Form of approving the resolution of the General Meeting of Shareholders 17

Article 36. Conditions for the resolution of the General Meeting of Shareholders to be approved 18

Article 37. Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders 18

Article 38. Minutes of the General Meeting of Shareholders 19

Article 39. Request to cancel the resolution of the General Meeting of Shareholders 20
Article 40. Effect of the resolution of the General Meeting of Shareholders 20
SECTION 2. BOARD OF DIRECTORS 20
Article 41. Rights and obligations of the Board of Directors 20
Article 42. Tenure and number of members of the Board of Directors 22
Article 43. Criteria and conditions for membership of the Board of Directors 23
Article 44. Candidacy and nomination of members of the Board of Directors 24
Article 45. Rights and obligations of members of the Board of Directors 24
Article 46. Chairperson of the Board of Directors 25
Article 47. Board Meetings 26
Article 48. Board Meeting Minutes 27
Article 49. Dismissal, dismissal, replacement and addition of members of the Board of Directors 28
Article 50. Remuneration, bonuses and other benefits of members of the Board of Directors 29
Article 51. Subcommittees of the Board of Directors 29
Article 52. Person in charge of corporate governance 29
Article 53. Internal Audit 30
Article 54. Risk Management 30
SECTION 3. BOARD OF SUPERVISORS 31
Article 55. Rights and obligations of the Board of Supervisors 31
Article 56. Term of office and number of members of the Board of Supervisors 33
Article 57. Criteria and conditions for being a member of the Board of Supervisors 33
Article 58. Candidacy, nomination and election of members of the Board of Supervisors 34
Article 59. Rights and obligations of members of the Board of Supervisors 34
Article 60. Board of Supervisors Meeting 35
Article 61. Dismissal and dismissal of members of the Board of Supervisors 35
Article 62. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors 35
SECTION 4. GENERAL DIRECTORS AND OTHER EXECUTIVES 36
Article 63. Organization of the executive apparatus 36
Article 64. Other Executives 36
Article 65. Criteria and conditions for being a General Director 36
Article 66. Rights and obligations of the General Director 37
Article 67. Internal Control Department under the Board of Directors 38
CHAPTER VI. PREVENTION OF CONFLICTS OF INTEREST 39
Article 68. Responsibility for honesty and avoidance of conflicts of interest of Company managers 39
Article 69. Disclosure of related benefits 39
Article 70. Dealing with the relevant person 40
Article 71. Transactions with shareholders, managers of the Company and related persons of these entities 40
Article 72. Approval of contracts and transactions between the company and related persons 41
Article 73. Ensuring the legal rights of persons with interests related to the Company 42
Article 74. Liability for Damage and Compensation 42
Article 75. Right to initiate a lawsuit against members of the Board of Directors and the General Director 42
Article 76. Disclosure of information 42
CHAPTER VII. EMPLOYEES AND TRADE UNIONS 43

Article 77. Workers and trade unions 43
CHAPTER VIII. DISTRIBUTION OF PROFITS, HANDLING OF LOSSES AND SETTING UP OF RESERVE FUNDS43
Article 78. Dividend payment 43
Article 79. Handling losses in business 43
Article 80. Setting up funds 44
CHAPTER IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME 44
Article 81. Bank Account 44
Article 82. Fiscal Year 44
Article 83. Accounting regime 44
CHAPTER X. REPORTING AND INFORMATION DISCLOSURE REGIME 44
Article 84. Submission of the Annual Report of the Board of Directors 44
Article 85. Submission of the Board of Supervisors' Annual Report 45
Article 86. Reporting mode 45
Article 87. Information Disclosure 45
Article 88. Information disclosure organization 46
CHAPTER XI. CORPORATE AUDIT 46
Article 89. Audit 46
CHAPTER XII. REORGANIZATION, SUSPENSION, DISSOLUTION AND BANKRUPTCY OF THE COMPANY 46
Article 90. Company Reorganization 47
Article 91. Suspension 47
Article 92. Dissolution of the Company 47
Article 93. Liquidation of assets 47
Article 94. Company Bankruptcy 48
CHAPTER XIII. INTERNAL DISPUTE RESOLUTION 48
Article 95. Internal Dispute Resolution 48
CHAPTER XIV. IMPLEMENTATION PROVISIONS 48
Article 96. Amendments and supplements to the Charter 48
Article 97. Effective Date 48
APPENDIX 01 - CHARTER CAPITAL 50

LEGAL BASIS

1. Laws on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and documents guiding, amending and supplementing its implementation (**LOE 2020**);
2. Laws on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, and documents guiding, amending and supplementing its implementation (**LOS 2019**);
3. Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Laws on Securities, and Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP (as amended and supplemented) (**Decree 155/2020/ND-CP**);
4. Decree No. 99/2016/ND-CP dated 01 July 2016 of the Government on the management and use of seals;
5. Circular No. 91/2020/TT-BTC dated 13 November 2020 of the Ministry of Finance providing for financial prudential ratios and measures for handling securities companies that fail to meet such ratios, and Circular No. 102/2025/TT-BTC dated 29 October 2025 amending and supplementing a number of articles of Circular No. 91/2020/TT-BTC (as amended and supplemented) (**Circular 91/2020/TT-BTC**);
6. Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding corporate governance applicable to public companies pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government (**Circular 116/2020/TT-BTC**);
7. Circular No. 121/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance providing for the operation of securities companies (as amended and supplemented) (**Circular 121/2020/TT-BTC**);
8. Circular No. 96/2020/TT-BTC dated 16 November 2020 of the Ministry of Finance guiding information disclosure on the securities market (as amended and supplemented) (**Circular 96/2020/TT-BTC**);
9. Circular No. 48/2019/TT-BTC dated 08 August 2019 of the Ministry of Finance guiding the provisioning for inventory devaluation, investment losses, bad debts, and warranties for products, goods, services and construction works at enterprises, and Circular No. 24/2022/TT-BTC dated 07 April 2022 amending and supplementing a number of articles thereof (as amended and supplemented) (**Circular 48/2019/TT-BTC**);
10. Circular No. 135/2025/TT-BTC dated December 26, 2025 of the Ministry of Finance on securities practice ("**Circular 135/2025/TT-BTC**").

CHARTER OF ORGANIZATION AND OPERATION

TIEN PHONG SECURITIES CORPORATION

CHAPTER I. DEFINITION

Article 1. Definitions and Interpretation

1. In this Charter, the following terms shall have the meanings set forth below:

   a. "**Company**" means Tien Phong Securities Corporation.

   b. "**Establishment and Operation License**" means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission for the first time on December 29, 2006, to Phuong Dong Securities Joint Stock Company (the former name of the Company), as amended and supplemented from time to time.

   c. "**Enterprise Registration Certificate**" means the Company's Enterprise Registration Certificate with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, as amended and supplemented from time to time.

   d. "**Charter Capital**" means the charter capital of the Company as specified in Article 9 of the Charter.

   e. "**Shareholder**" means an individual or organization owning at least one share of the Company[1].

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

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

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

   i. "**Internal persons**" or "**Insiders**" include the Chairperson of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officers, Chief Accountants; Head of the Board of Supervisors and members of the Board of Supervisors; Company Secretary, Person in charge of corporate governance, Person authorized to disclose information.

   j. "**Executive Board**" means the General Director, Deputy General Director(s), Director/Head of Divisions and equivalent, Chief Accountant and other personnel as decided by the General Director from time to time in accordance with applicable laws, the Charter and internal regulations of the Company.

   k. "**Related person**" means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 46, Article 4 of the Laws on Securities.

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

   m. "**Foreign ownership ratio**" means the total share ownership ratio to charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% of the charter capital of such economic organizations.

   n. **"Laws on Enterprises"** means the Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.

---

[1] Clause 3, Article 4 of the LOE 2020
[2] Clause 18, Article 4 of the LOS 2019
[3] Clause 5 Article 4 LOE 2020
[4] Clause 24, Article 4 of the LOE 2020

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

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

3. The headings (Points, Clauses, Articles, Sections, Chapters of these Regulations) are used for the convenience of monitoring reading comprehension and do not affect the interpretation of the content and meaning of these Regulations.

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

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

Article 2. Name, legal form, head office, operational network, term of operation

1. Company Name:

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

2. The Company is a joint stock company, with full legal status in accordance with the provisions of current Vietnamese laws.

3. Head Office of the Company:

- Head Office Address:

  + Address of the former registered head office: 7th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Saigon Ward, Ho Chi Minh City;

  + The address of the new head office to be registered for change (approved at the Annual General Meeting of Shareholders in 2026): 12th Floor, Doji Tower, No. 5 Le Duan, Ba Dinh Ward, Hanoi.

- Phone: (028) 39118014 Fax: (028) 39118015
- Email: tpbs@tpbs.com.vn Website: www.tpbs.com.vn

4. The Company's operational network:

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

b. Branches, transaction offices, representative offices are units under the Company and the Company must take full responsibility for the operation of its branches, transaction offices, representative offices;

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

d. The Company only conducts business activities at the locations where the head office, branches and transaction offices are located that have been approved by the State Securities Commission.

5. The Company's operation term will start from the date the Company is granted the Establishment and Operation License for the first time by the State Securities Commission and extend indefinitely, except for the case of premature termination of operation as prescribed in Clause 4, Article 92 of this Charter.

Article 3. Legal representative[5]

1. The Company's legal representative is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons with interests, related obligations before the Arbitrator and the Court and the exercise of other rights and obligations as prescribed by laws.

2. The Company has 01 (one) legal representative who is the General Director. The appointment and dismissal of the Legal Representative and/or the signing of contracts, termination of contracts for the General Director to change the Legal Representative of the Company from time to time shall be decided by the Board of Directors, unless otherwise required by law.

3. The legal representative of the Company must reside in Vietnam. When leaving Vietnam, they must authorize in writing another individual who is a Manager or an internal person of the Company residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative shall still be responsible for the performance of the authorized rights and obligations.

4. Upon the expiration of the authorization period under Clause 3 of this Article, the Legal Representative of the Company has not returned to Vietnam and has no other authorization, the authorized person specified in Clause 3 above shall continue to exercise the rights and obligations of the Legal Representative of the Company within the scope of authorization until when the Legal Representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the Legal Representative of the Company.

5. In case the Legal Representative of the Company is absent from Vietnam for more than 30 (thirty) days without authorizing another person to perform the rights and obligations of the Legal Representative of the Company or in case the Legal Representative dies or goes missing, are being examined for penal liability, are temporarily detained, are serving imprisonment sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions, are restricted or have lost their civil act capacity, have cognitive difficulties, control of behavior, prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, the Board of Directors shall appoint/appoint another person as the Company's legal representative.

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

1. The Company's legal representative has the following responsibilities:

   a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;

   b. Loyal to the interests of the Company; not abusing their positions and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals;

   c. Promptly, fully and accurately notify the Company of the enterprise that he/she or his/her related person owns or has shares or capital contributions in accordance with the provisions of laws.

2. The legal representative of the Company shall be personally responsible in accordance with the provisions of laws for damage to the Company due to the breach of responsibilities specified in Clause 1 of this Article.

Article 5. The Company's Seal

1. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices (if any).

2. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

---

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

[6] Article 13 LOE 2020

CHAPTER III. SCOPE, BUSINESS OBJECTIVES AND ACTIVITIES

Article 6. Business Scope and Operations[7]

1. The Company is allowed to conduct all activities under the business operations licensed by the State Securities Commission including:
   a. Securities brokerage;
   b. Proprietary trading of securities;
   c. Underwriting the issuance of securities;
   d. Securities investment consulting.
2. In addition to securities trading operations specified in Clause 1 of this Article, the Company is allowed to provide securities and financial products and services and/or carry out activities in other business lines in accordance with the provisions of laws from time to time.

Article 7. Operational Objectives

The Company's operational objectives are:

1. Providing customers with quality securities and financial products and services.
2. Becoming one of the leading securities companies in the Vietnamese market.
3. Create conditions and a professional working environment for talents to develop, improve the welfare of employees.
4. Maximizing the value of shares and benefits for shareholders.
5. Contributing to the development of Vietnam's stock market.

Article 8. Rights and obligations of the Company

The Company has all the rights and obligations of enterprises and securities companies in accordance with the provisions of current laws, including the Laws on Enterprises, the Laws on Securities and other relevant laws.

CHAPTER IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 9. Charter capital and foreign ownership ratio

1. The Company's charter capital is divided into many equal parts called shares, the par value is 10,000 VND/share (ten thousand Viet Nam Dong per share).
2. The Company's charter capital is the total par value of all types of shares sold[8], which must be guaranteed not to be lower than the minimum charter capital as prescribed by laws. The Company carries out registration procedures with the competent State agency to record the Company's Charter Capital at each time on the Establishment and Operation License and/or Enterprise Registration Certificate in accordance with the provisions of laws.
3. The Company may change the increase or decrease of the Charter Capital when approved by the General Meeting of Shareholders in accordance with the provisions of laws and the Charter[9] (refer to the information on the increase of the Company's Charter Capital updated in Appendix 01 - Charter Capital attached to the Charter).
4. The foreign ownership rate in the Company is 49% (forty-nine percent).[10]

Article 10. Types of Shares[11]

1. The Company's shares are of the ordinary share type only on the date of adoption of this Charter. The owner of ordinary shares is an ordinary shareholder.

---

[7] Articles 72, 86 of the LOS 2019
[8] Clause 1 Article 112 LOE 2020
[9] Clause 2, Article 6 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[10] Clause 1 Article 77 of the LOS 2019
[11] Article 114 LOE 2020

2. From time to time, in addition to ordinary shares, the Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders in accordance with the provisions of laws. Preferred shares include the following types:

   a. Dividend preference shares;

   b. Redeemable Preferred Shares;

   c. Voting preference shares;

   d. Other preference shares: according to the provisions of the preference share issuance plan approved by the General Meeting of Shareholders in accordance with the provisions of laws.

3. Characteristics of the types of preferred shares:

   a. Voting preference shares are ordinary shares with more voting votes than other ordinary shares; the number of voting votes of a voting preference share shall be decided by the General Meeting of Shareholders. Only organizations authorized by the Government are entitled to hold voting preference shares. Voting rights and the duration of voting preference for voting preference shares held by organizations authorized by the Government shall be decided by the General Meeting of Shareholders. After the voting preference period, the voting preference shares shall be converted into ordinary shares[12];

   b. Dividend preference shares are shares that are paid dividends at a higher rate than the dividends of ordinary shares or a stable annual rate. Dividends are distributed annually, including fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. The specific fixed dividend level and the method of determining the bonus dividend are inscribed on the shares of the dividend preference shares[13];

   c. Refundable preference shares are shares that are refunded by the Company at the request of the owner or according to the conditions stated in the shares of the refundable preference shares and the Charter (if any).[14]

4. The person entitled to purchase dividend preference shares, refundable preference shares and other preference shares shall be decided by the General Meeting of Shareholders when implementing the plan to issue additional shares.

5. Each share of the same type gives the holder of that share equal rights, obligations and benefits.

6. Ordinary shares cannot be converted into preferred shares. Preferred shares may be converted into ordinary shares according to the resolution of the General Meeting of Shareholders.

7. Ordinary shares used as underlying assets for the issuance of non-voting depository certificates (if any) are called basic ordinary shares. Non-voting depository certificates have economic interests and obligations corresponding to the grassroots ordinary shares, except for voting rights.

8. The Company may issue other securities when approved by the General Meeting of Shareholders or the Board of Directors, as the case may be, in accordance with the provisions of laws and the Charter.

Article 11. Shareholders[15]

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own in the Company.

2. Shareholders who own 10% or more of the Charter Capital must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders.

---

[12] Clause 1 Article 116 LOE 2020
[13] Clause 1, Article 117 of the LOE 2020
[14] Clause 1 Article 118 LOE 2020
[15] Article 6 of Circular 121/2020/TT-BTC

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

   a. The number of shares blocked, pledged or handled under the Court's decision;

   b. Shareholders are organizations that decide to change their name or divide, separate, dissolve or go bankrupt.

4. The Company must report to the State Securities Commission on the cases specified in Clause 3 of this Article within 05 (five) days from the date of receipt of the shareholder's notice.

5. A shareholder owns 10% or more of the Charter Capital and a related person of such shareholder does not own more than 5% of the Charter Capital of another securities company[16].

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

Article 12. Rights of ordinary shareholders[18]

1. Ordinary shareholders have the following rights:

   a. Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms of voting as prescribed by laws and the Charter (if any). Each ordinary share has 01 (one) vote;

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

   c. Priority shall be given to the purchase of newly offered shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company in accordance with the share offering plan and/or the plan to increase the charter capital approved by the General Meeting of Shareholders;

   d. Freely transfer their shares to others, except for the case of restriction of transfer in accordance with the provisions of laws and the Charter and/or under the conditions specified in the shares of the corresponding shares (if any);

   e. Review, look up and extract information about names and contacts in the list of shareholders with voting rights; request correction of their inaccurate information;

   f. Review, lookup, extract or copy the Charter, Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

   g. When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;

   h. Other rights as prescribed by laws and the Charter (if any).

2. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the following rights:

   a. Reviewing, looking up and extracting minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

   b. Request to convene a meeting of the General Meeting of Shareholders in the case specified in Clause 3 of this Article;

   c. Request the Board of Supervisors to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the contents specified at Point c, Clause 2, Article 115 of the Laws on Enterprises;

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

---

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

3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares may request the convening of the General Meeting of Shareholders in the following cases:

   a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority;

   b. Other cases as prescribed by the Charter and the provisions of laws (if any).

4. The request for convening the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the contents specified in Clause 4, Article 115 of the Laws on Enterprises. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the extent of the violation or the decision beyond its competence. Shareholders or groups of shareholders shall take full responsibility before laws for the accuracy and truthfulness of documents and evidences provided to the Company and competent agencies when requesting the convening of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate persons to the Board of Directors or the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be carried out in accordance with the Election Regulations and/or the approval of the General Meeting of Shareholders on a case-by-case basis.

Article 13. Rights of shareholders owning voting preference shares[19]

1. Vote on issues under the jurisdiction of the General Meeting of Shareholders with the number of votes as prescribed at Point a, Clause 3, Article 10 of the Charter.

2. Other rights as ordinary shareholders, except for the right to transfer voting preference shares to other persons, except for the case of transfer under legally effective judgments or decisions of the Court or inheritance.

Article 14. Rights of shareholders owning dividend preference shares[20]

1. Receive dividends as prescribed at Point b, Clause 3, Article 10 of the Charter.

2. Receive the remaining assets corresponding to the percentage of share ownership in the Company, after the Company has paid off all debts and preferential shares refunded when the Company dissolves or goes bankrupt.

3. Other rights as ordinary shareholders, except for the case specified in Clause 4 of this Article.

4. Shareholders owning dividend preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Board of Supervisors, except for the case specified in Clause 6, Article 148 of the Laws on Enterprises.

Article 15. Rights of shareholders owning refundable preference shares[21]

1. The Company shall be refunded the contributed capital according to the provisions of Point c, Clause 3, Article 10 of the Charter.

2. Other rights as ordinary shareholders, except for the case specified in Clause 3 of this Article.

3. Shareholders owning refundable preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Board of Supervisors, except for the cases specified in Clause 5, Article 114 and Clause 6, Article 148 of the Laws on Enterprises.

Article 16. Obligations of shareholders[22]

1. Pay in full and on time the amount of shares committed to buy. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

---

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

2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of being repurchased by the Company or another person in accordance with the provisions of laws. In case a shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and the damages incurred.

3. Comply with the Company's Charter and Internal Regulations on corporate governance.

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

5. Confidentiality of information provided by the Company in accordance with the provisions of laws and the Charter; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

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

Article 17. The authorized representative of the shareholder is an organization[23]

1. The authorized representative of an organizational shareholder must be an individual authorized in writing and perform the rights and obligations in accordance with laws on behalf of such shareholder.

2. An organization that is a shareholder of the Company that owns at least 10% of the total ordinary shares may authorize a maximum of 03 (three) representatives.

3. In case the shareholder is an organization appointing more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder being an organization does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.

4. The appointment of an authorized representative must be in writing, must be notified to the Company and shall be effective only for the Company from the date of receipt of the written notice by the Company. The authorization document must contain the main contents as prescribed in Clause 4, Article 14 of the Laws on Enterprises.

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

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

   a. The authorized representative on behalf of the shareholder shall perform the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with laws. All restrictions of shareholders on authorized representatives in exercising the rights and obligations of the corresponding shareholders at the General Meeting of Shareholders are not effective for third parties;

   b. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; to exercise the authorized rights and obligations in an honest, prudent and best manner, to protect the legitimate interests of the authorized shareholders;

   c. The authorized representative shall be responsible to the authorized shareholders for the violation of the obligations specified in this Article. The authorized shareholder shall be liable to the third party for liabilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 18. Register of Shareholders[25]

1. The Company must prepare and manage the Register of Shareholders/List of Shareholders from the date of issuance of the Establishment and Operation License. The shareholder

---

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

register/shareholder list can be a paper document, an electronic data set recording information about the shareholders of the Company or both.

2. The register of shareholders/list of shareholders must ensure the main contents as prescribed in Clause 2, Article 122 of the Laws on Enterprises or regulations of other organizations with the function of managing the register of shareholders/list of shareholders.

3. The register of shareholders/list of shareholders shall be kept at the head office of the Company or other organizations with the function of managing the register of shareholders/list of shareholders. Shareholders have the right to check, look up or extract, copy the names and contact addresses of the Company's shareholders in the Register of Shareholders/List of Shareholders during working hours of the Company or other organizations with the function of managing the Register of Shareholders/List of Shareholders.

4. In case the shareholder changes his or her contact address, he or she must promptly notify the Company or other functional organizations to update it in the Register of Shareholders/List of Shareholders. The Company is not responsible for the failure to contact shareholders due to the failure to notify shareholders of the change of contact address.

5. The Company must promptly update the change of shareholders in the Register of Shareholders/list of shareholders at the request of relevant shareholders in accordance with the provisions of laws.

Article 19. Stocks, other financial products and securities

1. Stock[26]:

   a. Shares are securities that confirm the legal rights and interests of the owner to a part of the Company's share capital. Stocks must have all the main contents as prescribed in Clause 1, Article 121 of the Laws on Enterprises.

   b. In case there is an error in the content and form of shares issued by the Company, the rights and interests of the owner of such shares are not affected. The Company's legal representative is responsible for damages caused by such errors.

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

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

      (ii) Commit to take responsibility for disputes arising from the re-issuance of new shares.

2. Secured Warrants:

   a. Secured Warrant means a type of security with collateral issued by the Company, which allows the holder to purchase (call warrant) or to sell (sell warrant) the underlying securities to the Company at a predetermined price, at or before a fixed time, or receive the difference between the exercise price and the price of the underlying securities at the time of execution[27].

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

3. Financial products[28]: The Company may offer financial products and perform all related operations in accordance with the provisions of laws and the approval of the State Securities Commission from time to time.

4. Other securities: The certificate of ownership of bonds or other securities of the Company is issued with the signature of the Legal Representative of the Company or a person duly

---

[26] Article 121 of the LOE 2020

[27] Clause 6, Article 4 of the LOS 2019

[28] Clause 2, Article 86 of the LOS 2019, Article 202 of Decree 155/2020/ND-CP

authorized by the Legal Representative of the Company and the Company's seal or issued in electronic form in accordance with the provisions of laws from time to time[29].

Article 20. Adjustment of charter capital

1. Increase of Charter Capital[30]: After officially conducting securities trading activities, according to the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with the provisions of relevant laws, the Company may increase the Charter Capital in the following forms:

   a. Additional public offering of securities: additional public offering of shares or issuance of share purchase rights to existing shareholders;

   b. Private placement of shares;

   c. Offering and issuing shares in other forms leading to an increase in charter capital: issuance of shares to pay dividends; issuance of shares to increase share capital from equity; issuance of shares under the option program for employees; issuance of shares for conversion of convertible bonds; issuance of shares to exercise the rights of warrants;

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

2. Reduction of charter capital[31]:

   a. Subject to the approval of the State Securities Commission in accordance with relevant laws, the Company may reduce the Charter Capital in the following forms:

      (i) Redemption of shares to reduce charter capital in accordance with the provisions of Article 36 of the Laws on Securities;

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

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

   b. The Company shall reduce the Charter Capital in accordance with the provisions of the Laws on Enterprises and the Laws on Securities and meet the following conditions:

      (i) The reduced equity must not be lower than the minimum charter capital as prescribed by the laws on securities;

      (ii) The ratio of available capital after capital reduction is at least 180%;

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

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

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

3. The order and procedures for increasing and decreasing charter capital in each case shall be implemented accordingly in accordance with relevant laws.

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

Article 21. Acquisition of shares at the request of shareholders[32]

When fully meeting the ratios, conditions, forms and procedures for share redemption... according to the provisions of relevant laws, the redemption of shares at the request of shareholders may be carried out by the Company in accordance with the following provisions:

1. Shareholders who vote not to pass the resolution on the reorganization of the Company or change the rights and obligations of shareholders specified in the Charter have the right to

---

[29] Article 8 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[30] Article 187 of Decree 155/2020/ND-CP
[31] Clause 5, Article 112 of the LOE 2020, Article 36 of the LOE 2019 and Article 188 of Decree 155/2020/ND-CP
[32] Article 132 of the LOE 2020

request the Company to repurchase their shares. The request for share repurchase must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended sale price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

2. The Company must repurchase shares at the request of shareholders in the above case at the market price within 90 (ninety) days from the date of receipt of the shareholder's request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The Company introduces at least 03 (three) valuation organizations for shareholders to choose and that selection is the final decision.

Article 22. Transfer of shares[33]

1. The Company's shares are freely transferable, except for cases where transfer is restricted in accordance with the provisions of the Laws on Enterprises, the Laws on Securities, the Charter and/or specified in the shares of the respective shares.

2. The transfer of shares of the Company shall be carried out in the form of transactions on the securities market with the order and procedures for transfer in accordance with the provisions of the laws on securities.

Article 23. Bond Offering[34]

1. The Company has the right to issue bonds, convertible bonds and other types of bonds in the form of private placement or public issuance in accordance with the provisions of laws.

2. The plan for private placement of convertible bonds and private placement of bonds with warrants must be approved by the General Meeting of Shareholders.

3. The plan for offering non-convertible bonds without warrants must be approved by the Board of Directors.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 24. Principles of governance and administration[35]

1. The Company must comply with the provisions of the Laws on Securities, the Laws on Enterprise and relevant laws on corporate governance.

2. The Company has the responsibility to be honest with customers, not to infringe on their property, other legitimate rights and interests.

3. The Company must clearly delineate the responsibilities of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the General Director in accordance with the Laws on Securities, the Laws on Enterprise and relevant laws.

4. Other principles as prescribed by laws and the Charter (if any).

Article 25. Organizational structure, governance and management control [36]

The organizational structure of management, administration and control of the Company includes:

1. General Meeting of Shareholders.

2. Board of Directors.

3. Board of Supervisors.

4. General Director.

SECTION 1. GENERAL MEETING OF SHAREHOLDERS

Article 26. Rights and obligations of the General Meeting of Shareholders[37]

---

[33] Article 127 LOE 2020
[34] Clause 2, Article 13 of Decree 153/2020/ND-CP
[35] Article 3 of Circular 121/2020/TT-BTC
[36] Article 137 of the LOE 2020 and Article 11 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[37] Article 138 of the LOE 2020

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

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

   a. Through the development orientation of the Company;

   b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

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

   d. Through investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest audited financial statements;

   e. Decision on amendments and supplements to the Charter;

   f. Approve audited annual financial statements;

   g. Consider and handle violations of members of the Board of Directors and Supervisors that cause damage to the Company and the Company's shareholders;

   h. Decision on reorganization and dissolution of the Company;

   i. Decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

   j. Approving the Internal Regulation on Corporate Governance; Operation Regulations of the Board of Directors; Operation Regulations of the Board of Supervisors;

   k. Approving the list of independent auditing firms; decide on an independent audit firm to inspect the Company's operations, dismiss or dismiss independent auditors when deeming it necessary;

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

Article 27. General Meeting of Shareholders[38]

1. The annual General Meeting of Shareholders is held 01 time/year (once a year). In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The General Meeting of Shareholders can be held simultaneously at multiple locations. The meeting place of the General Meeting of Shareholders is determined to be the place where the Chairperson attends the meeting and must be in the territory of Vietnam.

2. The General Meeting of Shareholders must meet annually within 04 (four) months from the end of the fiscal year. In case it is not possible to hold the meeting within the above time limit, the Board of Directors has the right to decide to extend the time limit for organizing the Annual General Meeting of Shareholders. The Company must report to the State Securities Commission in writing, clearly stating the reason and must hold the Annual General Meeting of Shareholders within the next 02 (two) months[39].

3. The Annual General Meeting of Shareholders discusses and approves the following issues:

   a. The Company's annual business plan;

   b. Audited annual financial statements;

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

   d. Report of the Board of Supervisors on the business results of the Company, on the performance of the Board of Directors, the General Director;

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

   f. Dividend level for each share of each type;

---

[38] Article 139 LOE 2020

[39] Clause 2, Article 7 of Circular 121/2020/TT-BTC

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

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

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
   a. The Board of Directors deems it necessary for the benefit of the Company;
   b. The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by laws;
   c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
   d. At the request of the Board of Supervisors;
   e. Other cases as prescribed by laws and the Charter (if any).
2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date of occurrence of the case specified at Point b, Clause 1 of this Article or receive a request to convene a meeting specified at Points c and d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors must compensate the Company for damage incurred due to the failure to convene the General Meeting of Shareholders as prescribed in this Article.
3. In case the Board of Directors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 (thirty) days, the Board of Supervisors shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Laws on Enterprises and the Charter. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for damages incurred due to the failure to convene the General Meeting of Shareholders as prescribed in this Article.
4. In case the Board of Supervisors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to represent the Company to convene the General Meeting of Shareholders in accordance with the provisions of the Laws on Enterprises and the Charter.
5. The convener of the General Meeting of Shareholders must perform the following tasks:
   a. Make a list of shareholders entitled to attend the meeting;
   b. Providing information and settling complaints related to the list of shareholders;
   c. Preparation of meeting agendas and contents;
   d. Prepare documents for the meeting;
   e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Directors and Supervisors;
   f. Determine the time and place of the meeting, the form of organization of the meeting;
   g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Laws on Enterprises and the Charter;
   h. Other tasks for the meeting.
6. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting

[40] Article 140 LOE 2020

(if any); in case of force majeure, members of the Board of Directors and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors[41].

7. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders[42].

8. All expenses for convening and conducting the General Meeting of Shareholders under this Article will be refunded by the Company on the basis of valid and complete documents. The cost of convening and conducting this General Meeting of Shareholders does not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 29. List of shareholders entitled to attend the General Meeting of Shareholders[43]

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the Register of Shareholders/list of shareholders of the Company. The Company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date[44]. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, contact address, nationality, and number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office of the shareholder being the organization; the number of shares of each type, the number and date of registration of shareholders of each shareholder.

3. Shareholders have the right to check, look up, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's manager must promptly provide information in the Register of Shareholders/list of shareholders, amend and supplement false information at the request of shareholders; to be responsible for compensation for damage arising from failure to provide or to provide timely and inaccurate information on the Register of Shareholders/list of shareholders as requested. The order and procedures for requesting the provision of information in the shareholder register/shareholder list shall comply with the provisions of the Charter.

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

1. The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.

2. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.

3. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 2 of this Article, at least 02 (two) working days before the opening date of the General Meeting of Shareholders, he must reply in writing and clearly state the reason. The convener

---

[41] Clause 4, Article 273 of Decree 155/2020/ND-CP
[42] Clause 4, Article 273 of Decree 155/2020/ND-CP
[43] Article 141 LOE 2020
[44] Clause 1, Article 273 of Decree 155/2020/ND-CP; Point b, Clause 4, Article 11 of Circular 96/2020/TT-BTC
[45] Article 142 of the LOE 2020

of the General Meeting of Shareholders has the right to reject the petition if it falls into one of the following cases:

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

b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Charter;

c. The issue of recommendations is not under the jurisdiction of the General Meeting of Shareholders.

4. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date. The notice of invitation to the meeting must contain the name, address of the head office and enterprise code; names, contact addresses of shareholders, time and place of the meeting and other requirements for meeting attendees.

2. The notice of invitation to the meeting shall be sent by the method to ensure that the contact address of the shareholders is reached and posted on the Company's website; in case the Company deems it necessary, it shall publish in the central or local daily newspaper.

3. The notice of invitation to the meeting must be enclosed with the following documents:

a. The meeting agenda, documents used in the meeting and the draft resolution for each issue in the meeting agenda;

b. Voting slips.

4. The sending of meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting on the Company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

Article 32. Exercising the right to attend the General Meeting of Shareholders[47]

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize in writing one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3 of this Article.

2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders shall comply with the provisions of civil laws and must be made in writing, which must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, and the name of the authorized shareholder. Authorization contents, scope of authorization, authorization duration, signatures of the authorizing party and the authorized party. Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the attendees must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

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

a. Attending and voting directly at the meeting;

b. Authorize other individuals and organizations to attend and vote at meetings;

---

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

c. Attending and voting through online conferences;

d. Participate in voting through the electronic voting system;

e. Send the vote to the meeting by mail, fax, email or other forms as prescribed by laws and the Charter (if any).

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 (thirty) days from the date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total votes.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 (twenty) days from the date of the planned second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda which has been sent together with the notice of invitation to the meeting specified in Article 30 of the Charter.

Article 34. Procedures for conducting meetings and voting at the General Meeting of Shareholders[49]

The format of meeting and voting at the General Meeting of Shareholders is conducted as follows:

1. Before the opening of the meeting, it is necessary to register shareholders to attend the General Meeting of Shareholders.

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

   a. The Chairperson of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over meetings of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson of the Board of Directors is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect a person to be the Chairperson, the Head of the Board of Supervisors shall allow the General Meeting of Shareholders to elect the Chairperson of the meeting and the person with the highest number of votes to be the Chairperson of the meeting;

   b. Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the Chairperson of the meeting and the person with the highest number of votes to chair the meeting;

   c. The chairperson shall appoint one or several persons to act as the secretary of the meeting;

   d. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must determine the time for each issue in the meeting agenda.

4. The Chairperson has the right to take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

---

[48] Article 145 LOE 2020

[49] Article 146 LOE 2020

5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of vote counting shall be announced by the Chairperson or the person assigned by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons who attend the meeting after the meeting has opened are still registered and have the right to participate and vote immediately after registration. In this case, the validity of the previously voted contents does not change.

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

   a. Require all attendees to submit to inspections or other lawful and reasonable security measures;

   b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the Chairperson, deliberately disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 (three) working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

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

   b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;

   c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.

9. In case the Chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

10. In addition to organizing the General Meeting of Shareholders in the traditional form in accordance with the provisions of this Charter, the General Meeting of Shareholders may be held online depending on the decision of the convener of the General Meeting of Shareholders in each specific case.

    Online General Meeting of Shareholders is a form of organizing a General Meeting of Shareholders using electronic means to transmit images, sounds, and data through the Internet, allowing shareholders in many different locations to monitor the progress of the meeting, participate in discussions and vote on the issues of the meeting.

    The convener of the General Meeting of Shareholders is responsible for implementing procedures and tasks related to the organization of the online General Meeting of Shareholders in accordance with the provisions of laws and the relevant internal regulations of the Company.

Article 35. Form of approving the resolution of the General Meeting of Shareholders[50]

1. The General Meeting of Shareholders may approve all matters under its jurisdiction by voting at the meeting or collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the matters specified at Points a, b, c, d, e, f, Clause 3, Article 27 of this Charter must be adopted at the Annual General Meeting of Shareholders.

3. The competence and mode of collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall comply with the provisions of Article 37 of the Charter.

---

[50] Article 147 LOE 2020

Article 36. Conditions for the resolution of the General Meeting of Shareholders to be approved[51]

1. A resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:
   a. Change of charter capital, type of shares and total number of shares of each type;
   b. Change of business lines, professions and fields;
   c. Changes in the organizational structure of the Company's management specified in Article 25 of the Charter;
   d. Approving the issue specified at Point d, Clause 2, Article 26 of the Charter;
   e. Reorganization and dissolution of the Company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.
3. The voting for the election of members of the Board of Directors and the Board of Supervisors must be carried out by the method of cumulative voting, whereby:
   a. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Board of Supervisors and the shareholders have the right to put all or part of their total votes to one or several candidates;
   b. The winner of the election of a member of the Board of Directors or the Board of Supervisors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members to be elected at each time;
   c. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the Election Regulations and/or as approved by the General Meeting of Shareholders in the on a case-by-case basis.
4. In case of adoption of a resolution in the form of a written opinion, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote, except for the cases specified in Clauses 3 and 6 of this Article.
5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is passed. The submission of the resolution may be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of adoption of the resolution of the General Meeting of Shareholders.
6. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or is approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

Article 37. Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders[52]

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

---

[51] Article 148 of the LOE 2020
[52] Article 149 LOE 2020

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 35 of the Charter.

2. The Company must disclose information about the expected last registration date for exercising the rights of existing shareholders at least 10 (ten) days before the expected last registration date[53]. The Board of Directors shall prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 (ten) days before the deadline for returning the opinion poll. The making of the list of shareholders to send opinion polls shall comply with the provisions of Clause 1 and Clause 2, Article 29 of the Charter. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Article 31 of the Charter.

3. The opinion poll must include the main contents specified in Clause 3, Article 149 of the Laws on Enterprises.

4. Shareholders may send the answered opinion poll to the Company by mail, fax, email or electronic voting according to the following provisions:

   a. In case of sending a letter: The replied opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

   b. In case of sending fax or email: The opinion poll sent to the Company must be kept confidential until the time of counting votes;

   c. In case of sending opinions through the electronic voting system: Comply with the regulations on electronic voting applied by the Company from time to time;

   d. Opinion polls sent to the Company after the time limit specified in the opinion poll or have been opened in the case of sending letters and disclosed in case of fax or e-mail are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

5. The Board of Directors organizes the vote counting and makes a record of vote counting under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions of the Company. The vote counting record must include the main contents specified in Clause 5, Article 149 of the Laws on Enterprises.

   Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 (twenty-four) hours from the end of the vote counting.

7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. The resolution is adopted in the form of collecting shareholders' opinions in writing and is as valid as the resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and must include the main contents specified in Clause 1, Article 150 of the Laws on Enterprises.

---

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

[54] Article 150 LOE 2020

In case the Chairperson or Secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed in Clause 1, Article 150 of the Laws on Enterprises. The minutes of the meeting clearly state the refusal of the Chairperson or Secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

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

6. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the approved resolution and relevant documents enclosed with the notice of invitation to the meeting must be kept at the head office of the Company.

Article 39. Request to cancel the resolution of the General Meeting of Shareholders[55]

Within 90 (ninety) days from the date on which the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders are sent to shareholders or posted on the Company's website, shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter may request the Court or the Arbitrator shall consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing a decision of the General Meeting of Shareholders in serious violation of the provisions of the Laws on Enterprises and the Charter, except for the case specified in Clause 2, Article 40 of this Charter.

2. The content of the resolution violates the laws or the Charter.

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

1. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective time stated in such resolution.

2. The resolution of the General Meeting of Shareholders passed by 100% of the total number of voting shares is legal and effective even if the order and procedures for convening meetings, collecting shareholders' opinions in writing and passing such resolution violate the provisions of the Laws on Enterprises and the Charter.

3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 39 of the Charter, such resolution shall remain effective until the decision to cancel such resolution of the Court or Arbitrator takes effect, except for cases of application of provisional emergency measures under decisions of competent State agencies.

SECTION 2. BOARD OF DIRECTORS

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

---

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

1. The Board of Directors is the management body of the Company, has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The Board of Directors has the following rights and obligations:

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

   b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

   c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

   d. Deciding on the selling price of shares and bonds of the Company;

   e. To decide on investment plans and investment projects within the scope of their competence and within the limits prescribed by laws;

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

   g. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements. This provision does not apply to contracts and transactions under the decision-making competence of the General Meeting of Shareholders in accordance with the provisions of laws and the Charter;

   h. Election, dismissal and dismissal of the Chairperson of the Board of Directors and Vice Chairperson of the Board of Directors (if any); appointing, dismissing, signing contracts, terminating contracts for General Directors, Deputy General Directors and other managerial and executive positions under the competence of the Board of Directors in accordance with the provisions of laws or internal regulations of the Company (if any); to decide on salaries, remuneration, bonuses and other benefits of the above-mentioned managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons;

   i. Supervise and direct the General Director and other managers in running the Company's daily business;

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

   k. Decide to establish subcommittees under the Board of Directors to support and advise the Board of Directors in managing the Company and performing the functions and tasks of the Board of Directors;

   l. Prepare contents and documents to be submitted to the General Meeting of Shareholders for approval of matters under the jurisdiction of the General Meeting of Shareholders, except for contents under the tasks and powers of the Board of Supervisors; approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting shareholders' opinions in writing to approve matters under the competence of the General Meeting of Shareholders;

   m. Submit the audited annual financial statements to the General Meeting of Shareholders;

   n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

   o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;

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

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

   a. Be accountable to shareholders for the Company's activities;

   b. Treat all shareholders equally and respect the interests of persons with interests related to the Company;

   c. Ensure that the Company's operations comply with the provisions of the laws, the Company's Charter and internal regulations;

   d. Develop the Operation Regulations of the Board of Directors and submit them to the General Meeting of Shareholders for approval and publication on the Company's website;

   e. Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, General Directors and other managers, including misuse of Company assets and abuse of transactions with related parties;

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

   g. Appointment of the person in charge of corporate governance;

   h. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the Company;

   i. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with laws;

   j. Pay dividends to shareholders in accordance with the provisions of laws after being approved by the Annual General Meeting of Shareholders.

4. The Board of Directors approves resolutions and decisions by voting at the meeting, collecting opinions in writing or in other forms prescribed by the Charter (if any). Each Board member has one vote.

5. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of laws, the resolution of the General Meeting of Shareholders or the Charter, causing damage to the Company, the members who agree to the adoption of such resolution or decision must be jointly and severally responsible for the resolution, decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above resolution or decision.

Article 42. Tenure and number of members of the Board of Directors[59]

1. The Board of Directors must have no less than 03 (three) members and no more than 07 (seven) members. The General Meeting of Shareholders shall decide on the number of members of the Board of Directors in each term. The structure of the Board of Directors should ensure[60]:

   a. The number of non-executive members of the Board of Directors of the Company must ensure the following provisions:

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

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

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

---

[58] Article 278 of Decree 155/2020/ND-CP
[59] Article 154 of the LOE 2020
[60] Article 276 of Decree 155/2020/ND-CP

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

(iii) There are at least 02 (two) independent members in case the Company has the number of members of the Board of Directors from 06 (six) to 07 (seven) members.

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

3. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

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

Article 43. Criteria and conditions for membership of the Board of Directors[61]

1. Members of the Board of Directors must meet the following criteria and conditions:

a. Having full civil act capacity, not being subject to the establishment and management of enterprises as prescribed in Clause 2, Article 17 of the Laws on Enterprises;

b. Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;

c. Members of the Board of Directors of the Company must not be concurrently members of the Board of Directors, members of the Board of Members, General Directors/Directors of other securities companies[62];

d. A member of the Board of Directors of the Company may only be a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies other than securities companies[63].

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

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

a. Not be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 (three) consecutive years;

b. Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; be a manager of the Company or its subsidiaries;

d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

e. Not being a person who has been a member of the Board of Directors or Board of Supervisors of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;

---

[61] Article 155 of the LOE 2020

[62] Clause 1, Article 8 of Circular 121/2020/TT-BTC

[63] Clause 3, Article 275 of Decree 155/2020/ND-CP

[64] Clause 56, Article 3 of Decree 155/2020/ND-CP

f. Other standards and conditions as prescribed by laws (if any).

4. Non-executive members of the Board of Directors and independent members of the Board of Directors must notify the Board of Directors that they no longer fully meet the conditions specified in Clause 2 and Clause 3 of this Article and of course no longer be non-executive members of the Board of Directors, independent members of the Board of Directors from the date of failure to meet the conditions. The Board of Directors must notify the non-executive or independent member of the Board of Directors no longer satisfying the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing to elect additional or replacement members of the Board of Directors within 06 (six) months from the date of receipt of notices from non-executive members of the Board of Directors or independent members of the relevant Board of Directors.

5. Non-executive members of the Board of Directors and independent members of the Board of Directors have the same rights and obligations as other members of the Board of Directors.

Article 44. Candidacy and nomination of members of the Board of Directors[65]

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders or the date on which the opinion poll must be returned in case of collecting shareholders' opinions in writing on the Company's website for shareholders to shareholders It is possible to learn about these candidates before voting. Candidates must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the published candidate must include the following information, at least the following:

   a. Full name, date of birth;

   b. Professional qualifications;

   c. Work process;

   d. Other managerial titles (including the title of the board of directors or the board of members of another company);

   e. Interests related to the Company and its related parties (if any).

   The Company shall be responsible for disclosing information about the companies in which the candidate is holding the position of Board of Directors, other managerial positions and interests related to the Company of the Board of Directors candidate (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares as prescribed in Clause 5, Article 12 of the Charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Election Regulations and/or as approved by the General Meeting of Shareholders on a case-by-case basis.

3. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient for the number of members of the Board of Directors who need to vote for election, the incumbent Board of Directors shall recommend more candidates or organize the nomination in accordance with the provisions of the Company's Charter and Internal Regulations on corporate governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with laws.

Article 45. Rights and obligations of members of the Board of Directors[66]

1. Members of the Board of Directors have full rights in accordance with the provisions of the Laws on Enterprises, the Laws on Securities, relevant laws and the Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of units in the Company. The right to provide information of members of the Board of Directors is exercised as follows[67]:

---

[65] Article 274 of Decree 155/2020/ND-CP
[66] Article 277 of Decree 155/2020/ND-CP
[67] Article 159 of the LOE 2020

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

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

2. Members of the Board of Directors are responsible for the provisions of the Laws on Enterprises, the Laws on Securities, relevant laws and the Charter, in addition, they must ensure the following responsibilities:

a. Perform their duties honestly and carefully for the best interests of shareholders and the Company;

b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;

c. Timely and fully report to the Board of Directors the remuneration they receive from their subsidiaries, affiliates, and other organizations;

d. Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;

e. Disclosure of information when trading the Company's shares in accordance with the provisions of laws.

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

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

1. The Chairperson of the Board of Directors shall be elected, dismissed or dismissed from office among the members of the Board of Directors. The Board of Directors shall elect 01 (one) member of the Board of Directors as the Chairperson of the Board of Directors.

2. The Chairperson of the Board of Directors may not concurrently be the General Director of the Company[70].

3. The Chairperson of the Board of Directors has the following rights and obligations:

a. Formulate programs and plans for activities of the Board of Directors;

b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

c. Organize the adoption of resolutions and decisions of the Board of Directors;

d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e. Chairperson of the General Meeting of Shareholders;

f. Assign tasks to members of the Board of Directors; supervise members of the Board of Directors in the performance of assigned tasks and common rights and obligations;

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

4. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing 01 (one) other member to perform the rights and perform the obligations of the Chairperson of the Board of Directors. In case there is no authorized person or the Chairperson of the Board of Directors dies, are missing, are temporarily detained, are serving imprisonment sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education establishments, escape from their places of residence, are restricted or have lost their civil act capacity, have difficulties in

---

[68] Clause 3, Article 277 of Decree 155/2020/ND-CP

[69] Article 156 LOE 2020

[70] Clause 2, Article 275 of Decree 155/2020/ND-CP

cognition and control of acts, if the Court prohibits them from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect 01 (one) person among the members to hold the position of Chairperson of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

5. When deeming it necessary, the Board of Directors shall decide to appoint the Company Secretary. The Company Secretary has the following rights and obligations:

   a. Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;

   b. Assist members of the Board of Directors in exercising their assigned rights and obligations;

   c. Assisting the Board of Directors in applying and implementing the principles of corporate governance;

   d. Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; comply with the obligation to provide information, publicize information and administrative procedures;

   e. Other rights and obligations as assigned by the Board of Directors from time to time in accordance with the provisions of laws and the Charter (if any).

Article 47. Board Meetings[71]

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 (one) of them to convene a meeting of the Board of Directors.

2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings in accordance with the order and procedures specified in the Company's Charter and Internal Regulations on Corporate Governance. The organization of meetings of the Board of Directors, meeting agendas and related documents shall be notified in advance to the members of the Board of Directors within the time limit prescribed by laws and the Charter. The Board of Directors meets at the Company's head office or elsewhere at the discretion of the majority of the Board of Directors. The meeting location of the Board of Directors is the place where the Chairperson of the meeting is present. Board meetings can be held in the form of online conferences between Board members when all or some members are in different locations.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

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

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

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

   d. Other cases as prescribed by the Charter and the provisions of laws (if any).

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decided under the competence of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failing to convene a meeting of the Board of Directors as requested, the Chairperson of the Board of Directors shall be responsible for the damage caused to the Company due to the failure to convene a meeting of the Board of Directors as prescribed in this Article; the proposer has the right to replace the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

---

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

6. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 (three) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be accompanied by documents used at the meeting and voting cards of members.

   The notice of invitation to the meeting may be sent by invitation, telephone, fax, electronic means or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairperson of the Board of Directors or the convener shall send the notice of invitation to the meeting and accompanying documents to the Supervisors as for members of the Board of Directors.

   The Board of Supervisors has the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be held when 3/4 (three-quarters) or more of the total number of members attend. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 (seven) days from the date of the intended first meeting. In this case, the meeting shall be held if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

   a. Attending and voting directly at the meeting;

   b. Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;

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

   d. Send the ballot to the meeting via mail, fax, email.

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

10. In case of sending votes to the meeting by mail, the votes must be contained in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 (one) hour before the opening of the meeting. Voting ballots are only open in the presence of all attendees. In case of sending votes to the meeting by fax or email, the voting papers must be sent to the Chairperson of the Board of Directors and must be kept confidential until the time of voting.

11. Members of the Board of Directors must attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairperson of the Board of Directors.

Article 48. Board Meeting Minutes[72]

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The record must be made in Vietnamese and may be made in a foreign language, including the main contents specified in Clause 1, Article 158 of the Laws on Enterprises. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Directors attend and agree to approve the

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

minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Laws on Enterprises, this record takes effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. The chairperson and the person who records the minutes are personally responsible for the damage caused to the Company due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Laws on Enterprises, the Charter and relevant provisions of laws[73].

3. The minutes of the meeting of the Board of Directors must be detailed and clear, fully reflecting the contents of the meeting. In case of necessity at the discretion of the Board of Directors, the contents of a meeting of the Board of Directors may be made into several minutes provided that all minutes must fully reflect the entire content of such meeting. The chairperson, the recorder and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

4. The contents approved by the majority of the members attending the meeting in the minutes of the meeting of the Board of Directors must be made into a Resolution for approval[74]. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.

Article 49. Dismissal, dismissal, replacement and addition of members of the Board of Directors[75]

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

   a. No longer meet the criteria and conditions for being a member of the Board of Directors as prescribed in Article 43 of the Charter;

   b. Have a letter of resignation and be approved;

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

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

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

   b. Other cases as prescribed by the Charter and the provisions of laws (if any).

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than 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 or collect shareholders' opinions in writing to elect additional members of the Board of Directors in the following cases:

   a. The number of members of the Board of Directors is reduced by more than 1/3 (one-third) of the total number of members of the term. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing within 60 days from the date on which the number of members is reduced by more than 1/3 (one-third);

   b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed in Article 42 of the Charter;

   c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.

---

[73] Clause 6, Article 7 of the Law amending and supplementing the LOE
[74] Clause 2, Article 279 of Decree 155/2020/ND-CP
[75] Article 160 LOE 2020

5. The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the laws on securities.

Article 50. Remuneration, bonuses and other benefits of members of the Board of Directors[76]

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and rewards for their work as members of the Board of Directors. The Board of Directors estimates the level of remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

2. Members of the Board of Directors have the right to request payment of travel, meals, accommodation and other reasonable expenses when performing their assigned tasks.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 51. Subcommittees of the Board of Directors[77]

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, human resources, compensation, internal audit, risk management and/or to support and advise the Board of Directors in the governance of the Company and the performance of the functions and duties of the Board of Directors. The Board of Directors shall decide on the structure, tasks, powers, obligations, operating budget and personnel of the subcommittees under the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors and relevant laws.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must be in accordance with the provisions of laws, the Charter, the Internal Regulations on corporate governance and the Regulations on operation of the Board of Directors.

Article 52. Person in charge of corporate governance[78]

1. The Board of Directors must appoint at least 01 (one) person as the person in charge of corporate governance to support the corporate governance at the company. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 46 of the Charter. The person in charge of the Company's administration undertakes and performs the work until the Board of Directors for the new term appoints/recruits another person to replace and/or is dismissed, dismissed or replaced according to the resolution of the Board of Directors in accordance with the Labor Contract signed with the Company.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

   a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with the laws and related affairs between the Company and shareholders;

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

   c. Advising on the procedure of meetings;

   d. Attend meetings;

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

---

[76] Article 163 of the LOE 2020

[77] Article 31 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

[78] Article 281 of Decree 155/2020/ND-CP

f. Provide financial information, copies of the minutes of the Board of Directors meetings and other information to members of the Board of Directors and members of the Board of Supervisors;

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

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

i. Confidentiality of information in accordance with the provisions of laws and the Charter;

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

Article 53. Internal Audit[79]

1. The Board of Directors promulgates the Company's internal audit regulations in accordance with the laws.

2. Internal audit activities must ensure the principles of independence, objectivity, honesty and confidentiality in accordance with relevant laws.

3. Personnel of the Internal Audit Department must meet the following standards:

   a. Not being a person who has been sanctioned with a fine or more for violations in the field of securities, banking or insurance within the last 05 (five) years up to the year of appointment;

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

   c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors and Branch Directors in the Company;

   d. Have a professional certificate in Basic issues of securities and securities market or a securities practice certificate and a professional certificate in securities and securities market laws;

   e. Not concurrently holding other jobs in the Company.

Article 54. Risk Management[80]

1. The Board of Directors must develop a risk management system according to the following principles:

   a. The risk management organizational system must at least stipulate the following contents:

      (i) Responsibilities of the Board of Directors in risk management;

      (ii) Responsibilities of the General Director, the Board of Supervisors, the Internal Audit and the internal control system in risk management;

      (iii) Responsibilities of the Risk Management Division and the heads of the professional divisions in risk management;

      (iv) A clear and transparent risk management strategy is reflected in the risk policy in the long term and in each specific period approved by the Board of Directors;

      (v) Implementation plan through full policies and processes;

      (vi) The management, inspection and regular review of the General Director;

      (vii) Promulgate and fully implement risk management policies, processes and risk limits, establish appropriate risk management information activities.

---

[79] Clauses 2, 3 and 4, Article 9 of Circular 121/2020/TT-BTC; Decree 05/2019/ND-CP

[80] Article 11 of Circular 121/2020/TT-BTC

b. The established risk management system must ensure that the Company is capable of identifying risks, measuring risks, monitoring risks, reporting risks and effectively handling material risks while fully meeting its compliance obligations at all times.

c. The risk management system must be built to ensure that risk management is carried out independently, objectively, honestly and uniformly.

d. The established risk management system must ensure that the Business Division and the Risk Management Department are organized separately and independently of each other and that the person in charge of the Business Department is not in charge of the Risk Management Department at the same time and vice versa.

2. Internal processes and regulations on risk management in the Company must ensure the following principles:

a. The risk management system in the Company must be operated based on written internal processes and regulations.

b. Internal processes and regulations must be clearly presented so that all individuals involved understand their duties and responsibilities and can describe in detail the relevant risk management processes and regulations. The Company must regularly review and update these internal processes and regulations.

c. Internal processes and regulations must ensure that the State management agency, Internal Audit, Internal Control, and Board of Supervisors understand the Company's risk management activities.

d. Internal processes and regulations on risk management must contain at least the following contents:

(i) Organizational structure and description of functions and tasks, mechanism for decentralization of decision-making authority and responsibilities;

(ii) Risk policies, risk limits, risk identification processes, risk measurement, risk monitoring, risk information exchange reports and risk handling;

(iii) The rules must ensure the obligation to comply with the provisions of the laws.

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

4. Develop a contingency plan:

a. The Company must develop a contingency plan for emergencies to ensure the continuity of the Company's business activities.

b. The General Director is responsible for formulating and regularly reviewing contingency plans. The contingency plan must be approved by the Board.

5. Principles for archiving records and documents:

b. All records, documents, reports, minutes of meetings, resolutions of the Board of Directors, risk reports, decisions of the General Director and other documents related to risk management must be fully archived and ready to be provided to the State management agency upon request.

c. The storage time of documents specified at Point a, Clause 5 of this Article shall comply with laws.

SECTION 3. BOARD OF SUPERVISORS

Article 55. Rights and obligations of the Board of Supervisors

1. The Board of Supervisors has the following rights and obligations[81]:

a. Supervise the financial situation of the Company, supervise the Board of Directors, General Director, other managers in the management and administration of the

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

Company and the compliance with the laws in operation, management and administration; to be responsible to shareholders for their supervisory activities;

b. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting;

c. Appraisal of the completeness, legality and truthfulness of the Company's business situation reports, annual and semi-annual financial statements, management evaluation reports of the Board of Directors and submission of appraisal reports at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;

d. Review, examine and evaluate the effectiveness and effectiveness of the internal control system, internal audit, risk management and early warning for the Company;

e. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deeming it necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;

f. At the request of a shareholder or group of shareholders specified in Clause 2, Article 12 of the Charter, the Board of Supervisors must conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board of Supervisors must send an explanatory report on the matters requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Board of Supervisors specified in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operation of the Company;

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

h. When detecting that any member of the Board of Directors, the General Director and other executives of the Company violate the laws and the Charter, the Board of Supervisors must notify in writing to the Board of Directors within 48 (forty-eight) hours from the time of detection of the violation. request the violator to stop the violation and take remedial measures;

When detecting that a member of the Board of Directors or the Board of Directors violates the laws and the Charter, leading to infringement of the rights and interests of the Company, shareholders or customers, the Board of Supervisors is responsible for requesting the violator to explain within a certain time limit and/or convene the General Meeting of Shareholders for settlement. For violations according to the above-mentioned laws, the Board of Supervisors must report in writing to the State Securities Commission within 07 (seven) working days from the date of detection of violations [82];

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

j. Use independent consultants, the Company's Internal Audit Department to perform assigned tasks;

k. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

l. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide

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

on the approved audit organization to inspect the Company's operations, dismiss the approved auditor when deemed necessary;

m. Develop the operation regulation, control process of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval;

n. At the Annual General Meeting of Shareholders, report on the Company's business results, the performance of the Board of Directors, the General Director and the report on self-assessment of the performance of the Board of Supervisors and the Supervisor in accordance with the provisions of laws and the Charter;

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

2. In addition to the rights and obligations of members of the Board of Supervisors, the Head of the Board of Supervisors has the following rights and obligations[83]:

a. Convening meetings of the Board of Supervisors;

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

c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 56. Term of office and number of members of the Board of Supervisors[84]

1. The Board of Supervisors must have no less than 03 (three) members and no more than 05 (five) members, the term of office of the Board of Supervisors and the Supervisors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. The General Meeting of Shareholders decides on the number of members of the Board of Supervisors in each term.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, dismissal and dismissal shall be carried out on the principle of majority. The rights and obligations of the Head of the Board of Supervisors are specified in Clause 2, Article 55 of the Charter. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam.

3. In case the Board of Supervisors has not yet been elected at the same time at the end of his/her term of office, the Board of Supervisors who has expired his/her term of office shall continue to perform his/her rights and perform his/her duties until the Board of Supervisors of the new term is elected and accepts the task.

4. In case there is an Supervisor who is elected to supplement or replace the Supervisor who is dismissed or dismissed from office within the term of office, the term of office of such Supervisor is the remaining term of the term of office of the Board of Supervisors.

Article 57. Criteria and conditions for being a member of the Board of Supervisors[85]

1. Members of the Board of Supervisors must meet the following criteria and conditions:

a. Having full civil act capacity and not falling into the subjects specified in Clause 2, Article 17 of the Laws on Enterprises;

b. Be trained in one of the majors in economics, finance, accounting, auditing, laws, business administration or majors suitable to the Company's business activities;

c. Not be a family member of the Board of Directors, the General Director and other managers of the Company and the parent company; must not be the representative of the capital portion of the enterprise, the representative of the State capital interest at the parent company and the Company;

d. Not be a manager of the Company; not necessarily a shareholder or employee of the Company;

---

[83] Clause 2, Article 38 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

[84] Article 168 of the LOE 2020

[85] Article 169 of the LOE 2020

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

(i) Working in the accounting and finance department of the Company;

(ii) Being a member or employee of an auditing organization approved to audit the Company's financial statements for the preceding 03 (three) years.

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

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

a. Possess a university diploma or higher in one of the majors of economics, finance, accounting, auditing, laws, business administration or majors related to the Company's business activities[87];

b. They must not be members of the Board of Supervisors or managers of other securities companies at the same time[88].

Article 58. Candidacy, nomination and election of members of the Board of Supervisors[89]

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

2. In case the number of candidates approved by the Board of Supervisors and candidacy is still not enough for the members of the Board of Supervisors to vote for, the incumbent Board of Supervisors may nominate additional candidates or organize nomination in accordance with the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

3. The election of members of the Board of Supervisors shall be carried out by the same method of cumulative voting as prescribed in Clause 3, Article 36 of the Charter[90].

Article 59. Rights and obligations of members of the Board of Supervisors[91]

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

a. Documents and information must be sent to the Supervisor at the same time and in the same manner as for members of the Board of Directors, including: (i) notice of invitation to meetings, poll forms for members of the Board of Directors and enclosed documents; (ii) resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors; (iii) the report of the General Director to the Board of Directors or other documents issued by the Company;

b. The Board of Supervisors has the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the workplaces of the Company's managers and employees during working hours;

c. The Board of Directors, members of the Board of Directors, the General Director and other managers must provide complete, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Supervisor or the Board of Supervisors.

2. The Board of Supervisors shall have the following responsibilities:

a. Comply with the provisions of laws, the Charter, the resolution of the General Meeting of Shareholders and professional ethics in the exercise of assigned rights and obligations;

---

[86] Clause 2, Article 286 of Decree 155/2020/ND-CP
[87] Clause 3, Article 286 of Decree 155/2020/ND-CP
[88] Point a, Clause 1, Article 9 of Circular 121/2020/TT-BTC
[89] Article 285 of Decree 155/2020/ND-CP
[90] Clause 3, Article 148 of the LOE 2020
[91] Article 173 of the LOE 2020 and Article 287 of Decree 155/2020/ND-CP
[92] Article 171 of the LOE 2020

b. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company;

c. Loyal to the interests of the Company and shareholders; not abusing their position and using the Company's information, know-how, business opportunities, and other assets for self-interest or serving the interests of other organizations and individuals;

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

3. In case of violation specified in Clause 2 of this Article that causes damage to the Company or other persons, the Supervisor shall be personally or jointly responsible for such damage. Income and other benefits earned by the Supervisor as a result of the violation must be reimbursed to the Company.

4. In case of detecting any violation by the Board of Supervisors in the performance of the assigned rights and obligations, it must notify in writing to the Board of Supervisors; request the violator to stop the violation and remedy the consequences.

Article 60. Board of Supervisors Meeting[93]

1. The Board of Supervisors must meet at least 02 (two) times in a year, the number of members attending the meeting is at least 2/3 (two-thirds) of the members of the Board of Supervisors. The minutes of the Board of Supervisors meeting are detailed and clear. The record taker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

Article 61. Dismissal and dismissal of members of the Board of Supervisors[94]

1. The General Meeting of Shareholders shall dismiss the Board of Supervisors in the following cases:

   a. No longer meet the qualifications and conditions to be a Supervisor as prescribed in Article 57 of the Charter;

   b. Have a letter of resignation and be approved;

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

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

   a. Failing to complete assigned tasks and jobs;

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

   c. Serious violations or repeated violations of the Supervisor's obligations as prescribed by laws and the Charter;

   d. Other cases according to the resolution of the General Meeting of Shareholders.

Article 62. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors[95]

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall comply with the following provisions:

1. Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.

---

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

2. The Board of Supervisors shall be paid the cost of meals, accommodation, travel, and the use of independent consultancy services at a reasonable rate. This 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. The Board of Supervisors' salaries and operating expenses shall be included in the Company's business expenses in accordance with the provisions of the laws on corporate income tax and relevant laws and must be made into separate items in the Company's annual financial statements.

SECTION 4. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 63. Organization of the executive apparatus

1. The Company shall ensure that the executive apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company.

2. The Board of Directors of the Company consists of 01 (one) General Director and Deputy General Director(s) (if any).

3. The Board of Directors of the Company must develop the working regulations of the Board of Directors and must be approved by the Board of Directors. Working regulations must contain at least the following basic contents[96]:

   a. Specific responsibilities and tasks of members of the Board of Directors;

   b. Stipulating the order and procedures for organizing and participating in meetings of the Board of Directors;

   c. Responsibilities of the Board of Directors to report to the Board of Directors and the Board of Supervisors.

Article 64. Other Executives[97]

1. At the request of the General Director and the approval of the Board of Directors, the Company is appointed and recruited Deputy General Director, Chief Financial Officer and Chief Accountant with the number, standards and conditions in accordance with the provisions of laws, the Company's internal regulations on governance, in accordance with the organizational structure of the Company approved by the Board of Directors. Those who operate the Company shall be responsible for supporting the Company's activities and organizations in order to achieve the set objectives.

2. The Company pays salaries to its executives at the discretion of the Board of Directors, the results and performance of the Company's business. The salaries of the Company's executives shall be included in the Company's business expenses in accordance with the provisions of the laws on corporate income tax and must be expressed as a separate item in the Company's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.

Article 65. Criteria and conditions for being a General Director[98]

1. The Company has 01 (one) General Director. The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director. The term of office of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms.

2. The General Director is the highest executive of the Company; be subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and the laws for the exercise of their assigned rights and obligations.

---

[96] Clause 4, Article 10 of Circular 121/2020/TT-BTC

[97] Article 34 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

[98] Clause 1 and Clause 2 Article 162 LOE 2020

3. Criteria and conditions of the General Director[99]:

a. Having full civil act capacity and not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Laws on Enterprises;

b. Not being examined for penal liability or serving a prison sentence or banned from practicing securities as prescribed by laws;

c. Have at least 02 (two) years of working experience in the professional department of organizations in the field of finance, securities, banking, insurance or in the finance, accounting and investment departments in other enterprises;

d. Having a financial analysis practice certificate or a fund management practice certificate;

e. Not being sanctioned for administrative violations in the field of securities and securities market within the time limit prescribed by laws;

f. Do not work for securities companies, fund management companies or other enterprises at the same time;

g. Not be a member of the Board of Directors or a member of the Board of members of another securities company;

h. Must not be a family member of the Company's manager, the Supervisor of the Company and the parent company; the representative of the State capital, the representative of the enterprise's capital at the Company and the parent company;

i. Not be a related person of the manager of the Company, the Supervisor of the Company and the parent company, the representative of the State ownership, the representative of the enterprise's capital interest in the Company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Laws on Securities;

j. Have professional qualifications and experience in business administration of the Company;

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

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

1. The General Director has the following rights and obligations:

a. Deciding on matters related to the daily business of the Company, except for matters under the decision-making authority of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of laws and the Charter;

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

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

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

e. Labor recruitment; appointing, dismissing and dismissing managerial and executive positions in the Company, except for positions under the jurisdiction of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers and executives under the appointing authority of the General Director;

g. Proposing a plan to pay dividends or handle losses in business;

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

---

[99] Clause 5 Article 74 of the 2019 Law of the Trade, Clause 5 of Article 162 of the LOE 2020, Clause 6 of Article 291 of Decree 155/2020/ND-CP and Clause 2 of Article 10 of Circular 121/2020/TT-BTC

[100] Clause 3, Clause 4, Article 162 of the LOE 2020 and Clause 4, Article 35 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

2. The General Director must manage the daily business of the Company in accordance with the provisions of laws, the Charter, the labor contract signed with the Company and the resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 67. Internal Control Department under the Board of Directors[101]

1. The Company must establish an Internal Control Department under the Board of Directors. The internal control system includes the apparatus, independent and full-time personnel, internal processes and regulations applicable to all positions, units, divisions and activities of the Company in order to ensure the following objectives:

   a. The Company's activities comply with the provisions of the Laws on Securities and relevant provisions of laws;

   b. Ensuring customer rights;

   c. The Company's operations are safe and effective; to protect, manage and use assets and resources safely and effectively;

   d. The financial information system and management information are truthful, reasonable, complete and timely; be honest in the preparation of the Company's financial statements.

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

   a. Inspect and supervise the compliance with the provisions of laws, the Charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, regulations, professional processes, risk management processes of the Company, relevant departments and securities practitioners in the Company;

   b. Supervising the implementation of internal regulations, activities that may have a conflict of interest within the Company, especially for the Company's own business activities and personal transactions of the Company's employees; supervising the implementation of responsibilities of officers and employees in the Company, enforcing the responsibilities of partners for authorized activities;

   c. Examining the content and supervising the implementation of the rules of professional ethics;

   d. Supervising the calculation and compliance with regulations to ensure financial safety;

   e. Segregation of customer assets;

   f. Preservation and preservation of customers' assets;

   g. Control the compliance with the provisions of the laws on prevention and combat of money laundering;

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

3. Personnel requirements of the Internal Control Department:

   a. Arrange at least 01 (one) employee to be the compliance controller;

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

   c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors and Branch Directors in the Company;

   d. Possess professional certificates on basic issues of securities and securities market or securities practice certificates and professional certificates in securities and securities market laws;

   e. Not concurrently holding other jobs in the Company.

---

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

CHAPTER VI. PREVENTION OF CONFLICTS OF INTEREST

Article 68. Responsibility for honesty and avoidance of conflicts of interest of Company managers[102]

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers must publicize relevant interests in accordance with the provisions of the Laws on Enterprises and relevant provisions of laws.

2. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and related persons of these entities may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are obliged to notify in writing to the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and such entity or related persons of such entity according to the provisions of laws. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the laws on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Laws on Enterprise and the Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and related persons of these entities shall not use or disclose to others internal information to carry out related transactions.

6. In addition to the above-mentioned responsibilities, members of the Board of Directors, members of the Board of Supervisors and the General Director shall report to the Board of Directors and the Board of Supervisors in the following cases[103]:

   a. Transactions between the Company and companies of which the above subjects are founding members or business managers in the last 03 (three) years before the time of transaction;

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

Article 69. Disclosure of related benefits[104]

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

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

2. Members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare to the Company their related interests as prescribed in Clause 2, Article 164 of the Laws on Enterprises.

3. The declaration specified in Clause 2 of this Article must be made within 07 (seven) working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

4. The retention, publicization, consideration, extraction and copying of the list of related persons and related interests declared as prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:

---

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

a. The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

b. The list of related persons and related interests is kept at the head office of the Company; in case of necessity, the contents of the above list may be kept in part or in whole at the Company's branch(s);

c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the General Director and other managers have the right to review, extract and copy part or all of the contents declared at the Company's head office during working hours;

d. The Company must create conditions for the persons specified at Point c of this Clause to access, view, extract and copy the list of relevant persons of the Company and related interests in the fastest and most convenient way; must not prevent or cause difficulties for them in exercising this right. The order and procedures for considering, extracting and copying the contents of the declaration of related persons and related interests are as follows:

(i) The person requesting to consider, extract and copy the contents of the declaration of related persons and related interests shall send a written request to the Company at least 05 (five) working days before the expected date of consideration, extraction and copying;

(ii) The Company only provides the original or electronic dataset of the contents requested for review, extraction and reproduction at the Company's head office. The review, extraction and copying of these contents must be carried out in the presence of at least 01 (one) employee of the Company assigned by the manager;

(iii) The Company shall not send originals, copies, electronic datasets or in any form of information or data to the requester for review, extraction and reproduction by any means, whether by courier, fax or email;

(iv) In case the person with the above-mentioned right to request authorizes another person to consider, extract and copy the contents of the declaration of related persons and related interests, the authorization must be made in writing in accordance with the provisions of the civil laws.

5. Members of the Board of Directors, General Directors who perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors or the Board of Supervisors and shall only be performed when the majority of the remaining members of the Board of Directors consent; if performed without declaration or approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 70. Dealing with the relevant person[105]

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

2. The Company takes necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of the Company's capital, assets or other resources.

Article 71. Transactions with shareholders, managers of the Company and related persons of these entities[106]

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

2. The Company is not allowed to lend in any form to major shareholders, members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director,

---

[105] Article 292 of Decree 155/2020/ND-CP
[106] Article 27 of Circular 121/2020/TT-BTC

Chief Accountant, other managerial and executive positions appointed by the Board of Directors and related persons of the above-mentioned subjects.

Article 72. Approval of contracts and transactions between the company and related persons[107]

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

   a. Shareholders and authorized representatives of shareholders are organizations that own more than 10% of the total ordinary shares of the Company and their related persons;

   b. Members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers and their related persons;

   c. Enterprises that members of the Board of Directors, Supervisors, General Directors and other managers of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Laws on Enterprises.

2. The Board of Directors approves contracts and transactions as prescribed in Clause 1 of this Article and has a value of less than 35% of the total value of the Company's assets recorded in the latest audited financial statements. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Supervisor of the relevant subjects of such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.

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

   a. Contracts and transactions as prescribed in Clause 1 of this Article and are valued at 35% or more of the total value of the Company's assets stated in the latest audited financial statements;

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

   c. Contracts, loans, loans, and sale of assets with a value greater than 10% of the total value of the Company's assets stated in the latest audited financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.

4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Supervisor of the relevant subjects of such contract or transaction and enclose the draft contract or notification of the main contents of the transaction. The Board of Directors submits draft contracts, transactions or explains the main contents of contracts and transactions at the General Meeting of Shareholders or collects shareholders' opinions in writing. In this case, shareholders with interests related to the parties to the contract or transaction do not have voting rights; contracts and transactions shall be approved according to the provisions of Clause 1 and Clause 4, Article 36 of the Charter.

5. Contracts and transactions are invalidated under court decisions and handled in accordance with laws when they are signed in contravention of this Article; the person signing the contract or transaction, shareholders, members of the Board of Directors or the relevant General Director must jointly compensate for the damage incurred and refund to the Company the profits obtained from the performance of such contract or transaction.

6. The company must publicize/disclose information about relevant contracts and transactions in accordance with relevant laws.

---

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

Article 73. Ensuring the legal rights of persons with interests related to the Company[108]

1. The Company must fulfill its responsibilities to the community and persons with interests related to the Company in accordance with the provisions of current laws and the Charter.

2. The Company must comply with the provisions of the laws on labor, environment and society.

Article 74. Liability for Damage and Compensation[109]

1. Members of the Board of Directors, members of the Board of Supervisors, General Directors and other managers who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be held responsible for the damages caused by their violations.

2. The Company shall compensate persons who have been, are or may become a party to complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, a member of the Board of Supervisors, the General Director, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the laws and without evidence that such person has breached their responsibilities.

3. Compensation costs include judgment costs, fines, and payables incurred in reality (including lawyers' fees) when settling these cases within the framework of the laws. The Company may purchase insurance for these persons to limit the above liabilities.

Article 75. Right to initiate a lawsuit against members of the Board of Directors and the General Director[110]

1. Shareholders or groups of shareholders owning at least 01% of the total ordinary shares have the right to initiate a lawsuit on their own or on behalf of the Company for personal liability and joint liability against members of the Board of Directors and the General Director to request the refund of benefits or compensation for damage to the Company or other persons in the following cases:

   a. Violating the responsibilities of the Company's manager as prescribed in Article 165 of the Laws on Enterprises;

   b. Failing to perform, inadequately implementing, failing to implement in a timely manner or contrary to the provisions of laws or the Charter, resolutions or decisions of the Board of Directors with respect to the assigned rights and obligations;

   c. Abuse of position and use of information, know-how, business opportunities and other assets of the Company for self-interest or to serve the interests of other organizations and individuals;

   d. Other cases as prescribed by laws and the Charter (if any).

2. The order and procedures for initiating a lawsuit shall comply with the provisions of the laws on civil procedures. The cost of initiating a lawsuit in case a shareholder or group of shareholders sues on behalf of the Company will be included in the Company's expenses, unless the lawsuit request is rejected.

3. Shareholders and groups of shareholders as prescribed in this Article have the right to consider, look up and extract necessary information under decisions of courts or arbitrators before or in the course of initiating lawsuits.

Article 76. Disclosure of information[111]

1. The Company must send the annual financial statements approved by the General Meeting of Shareholders to the competent State agencies in accordance with the laws on accounting and other relevant laws.

---

[108] Article 294 of Decree 155/2020/ND-CP
[109] Article 48 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC
[110] Article 166 of the LOE 2020
[111] Article 176 of LOE 2020

2. The Company publishes on its website the following information:

   a. Charter of the Company;

   b. Curriculum vitae, educational qualifications and professional experience of members of the Board of Directors, Supervisors, General Directors;

   c. Annual financial statements approved by the General Meeting of Shareholders;

   d. Annual performance evaluation report of the Board of Directors and the Board of Supervisors.

3. The Company discloses and discloses information in accordance with the laws on securities.

CHAPTER VII. EMPLOYEES AND TRADE UNIONS

Article 77. Workers and trade unions[112]

1. The General Director shall make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters related to recruitment, severance of employees, salaries, social insurance, welfare, rewards and discipline of employees and executives of the Company.

2. The General Director shall make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters relating to the Company's relations with trade unions in accordance with the standards, best management practices and policies, practices and policies stipulated in the Charter, the Company's regulations and relevant laws.

CHAPTER VIII. DISTRIBUTION OF PROFITS, HANDLING OF LOSSES AND SETTING UP OF RESERVE FUNDS

Article 78. Dividend payment[113]

1. Dividends paid for preference shares shall be made according to the conditions applicable separately to each type of preference shares.

2. Dividends paid for ordinary shares are determined based on the amount of net profit realized and the dividend payment deducted from the Company's retained earnings. The Company is only entitled to pay dividends of ordinary shares when the following conditions are met:

   a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by laws;

   b. Have set aside the Company's funds and made up for previous losses in accordance with the provisions of laws and the Charter;

   c. Immediately after paying all the dividends, the Company still ensures the full payment of debts and other property obligations due.

3. Dividends may be paid in cash, in shares of the Company or in other assets specified in the Charter. If the payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by laws.

4. In case the Annual General Meeting of Shareholders approves the payment of dividends, dividends must be paid in full within 06 (six) months from the end of the Annual General Meeting of Shareholders. The order and procedures for dividend payment shall comply with the corresponding provisions of the Laws on Securities, the Laws on Enterprises and relevant laws.

5. In case a shareholder transfers his/her shares during the period between the end of making the list of shareholders and the time of dividend payment, the transferor is the recipient of dividends from the Company.

6. In case of payment of dividends in shares, the Company is not required to carry out procedures for offering shares as prescribed in Articles 123, 124 and 125 of the Laws on Enterprises. The Company must register to increase the Charter Capital corresponding to the total par value of the shares used to pay dividends in accordance with the provisions of the laws on securities.

Article 79. Handling losses in business

---

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

[113] Article 135 LOE 2020

The loss of the previous year will be handled in the following year when the Company is profitable in the following year in accordance with the provisions of laws.

Article 80. Setting up funds[114]

1. The Company must set aside compulsory funds and reserves in accordance with the provisions of laws at each time (if any).

2. In addition to the mandatory funds and reserves, the Company may set aside funds and reserves according to the decision of the General Meeting of Shareholders.

CHAPTER IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME

Article 81. Bank Account[115]

1. The Company opens accounts with Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Subject to the approval of the competent State agency, in case of necessity, the Company may open an overseas bank account in accordance with the relevant laws.

3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

Article 82. Fiscal Year[116]

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

Article 83. Accounting regime[117]

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

2. The Company prepares accounting books in Vietnamese and keeps accounting records and books in accordance with the laws on accounting and relevant laws. Accounting records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.

3. The Company uses the accounting currency of Vietnam Dong. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before laws and notify the direct tax administration agency.

CHAPTER X. REPORTING AND INFORMATION DISCLOSURE REGIME

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

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

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the provisions of laws and the Charter;

2. Summary of Board of Directors meetings and Board decisions;

3. Report on transactions between the Company, its subsidiaries, companies controlled by the Company with more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;

4. Activities of independent members of the Board of Directors and results of each independent member's assessment of the activities of the Board of Directors;

---

[114] Article 3, Article 5, Article 6 of Circular 48/2019/TT-BTC
[115] Article 52 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[116] Article 53 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[117] Article 54 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[118] Article 175 LOE 2020

5. Activities of other subcommittees under the Board of Directors (if any);

6. Supervision results for the General Director and other executives;

7. Future plans.

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

1. The operation report of the Board of Supervisors to be submitted to the Annual General Meeting of Shareholders shall comply with the provisions of Points d and e, Clause 3, Article 27 of the Charter.

2. In addition to the reporting responsibilities specified in Clause 1 of this Article, the operation report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must ensure the following contents:

   a. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors;

   b. Summarizing the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors;

   c. Results of monitoring the Company's operation and financial situation;

   d. Report on transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and members of the Board of Directors, General Director, other executives of the Company and related persons of such subjects; transactions between the Company and the Company in which members of the Board of Directors, General Director, and other executives of the Company are founding members or managers of the enterprise for the last 03 (three) years before the time of transaction;

   e. Supervision results for the Board of Directors, the General Director and other executives;

   f. The results of the evaluation of the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director and shareholders.

Article 86. Reporting mode[120]

1. The Company's reporting must be complete, timely and accurately reflect the actual situation of the Company.

2. The Company must send periodic reports by electronic data file to and/or at the request of the State Securities Commission with the time limit and content of the report in accordance with relevant laws.

3. The Company must prepare annual financial statements in accordance with the provisions of laws as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 89 of this Charter. Before March 31 of the following year, the Company must submit to the State Securities Commission its annual financial statements and financial adequacy ratio report as of December 31 that have been audited by an approved auditing firm.

4. Annual financial statements must include reports, appendices and explanations in accordance with the laws on enterprise accounting. The annual financial statement must reflect honestly and objectively the operation of the Company.

5. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of the laws on information disclosure on the securities market and submit them to competent State agencies.

Article 87. Information Disclosure

1. Obligation to disclose information[121]:

---

[119] Article 290 of Decree 155/2020/ND-CP

[120] Article 29 of Circular 121/2020/TT-BTC and Article 55 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

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

a. The Company is obliged to disclose fully, accurately and promptly periodic and irregular information in accordance with the provisions of the Laws on Securities on information disclosure to shareholders and the investing public. The Company must disclose fully, accurately and promptly other information if such information is likely to affect the price of securities and affect the decisions of shareholders and investors.

b. The method of information disclosure is carried out in accordance with the provisions of the laws to ensure fair access to shareholders and the investing public. The language in the information disclosure should be clear, easy to understand and avoid misleading shareholders and the investing public.

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

a. Report to the State Securities Commission, the Stock Exchange and disclose information on the change in the organizational model, management and operation specified in Article 25 of the Charter within 24 (twenty-four) hours from the date of the General Meeting of Shareholders making a decision on the change[122];

b. Report on the Company's governance at the Annual General Meeting of Shareholders and disclose information in the Company's annual report in accordance with the Laws on Securities on information disclosure[123];

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

Article 88. Information disclosure organization[125]

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

2. The Company's legal representative and/or authorized person to disclose information has the following responsibilities:

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

b. Publicize the name and working phone number for shareholders to contact.

CHAPTER XI. CORPORATE AUDIT

Article 89. Audit[126]

1. The General Meeting of Shareholders (i) decides on the independent auditing firm(s) among the approved independent auditing firms in accordance with the provisions of laws; or (ii) approve the list of independent auditing firms and authorize the Board of Directors to decide on the selection(s) of such approved independent auditing firms to perform audits of financial statements, financial adequacy ratio reports, report on the use of capital (if any) and/or other reports to be audited by the Company for the next financial year based on the terms and conditions of the service agreement with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors performing the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders, are entitled to receive notices and other information related to the General Meeting of Shareholders, and give opinions at the General Meeting of Shareholders on issues related to the audit of the Company's financial statements.

CHAPTER XII. REORGANIZATION, SUSPENSION, DISSOLUTION AND BANKRUPTCY OF THE COMPANY

---

[122] Article 296 of Decree 155/2020/ND-CP
[123] Clause 1, Article 297 of Decree 155/2020/ND-CP
[124] Clause 2, Article 297 of Decree 155/2020/ND-CP
[125] Article 300 of Decree 155/2020/ND-CP
[126] Article 57 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

Article 90. Company Reorganization[127]

1. The Company implements reorganization, reorganization plan (division, separation, consolidation, merger, transformation of enterprise form) with the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant laws.

2. The order and procedures for division, separation, consolidation, merger and transformation of enterprises shall comply with the corresponding provisions of the Laws on Enterprises, the Laws on Securities and relevant laws.

Article 91. Suspension[128]

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

2. Conditions for temporary suspension of the Company's operations:

   a. The suspension of operations must not affect the interests of the Company's customers;

   b. The period of suspension of operation at the Company's head office, branches, and transaction offices shall not exceed 90 (ninety) days;

   c. There is a plan to suspend operations, a plan to handle valid contracts signed with customers that have been approved by the Board of Directors.

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

Article 92. Dissolution of the Company[129]

1. The Company is dissolved in the following cases:

   a. According to the resolutions and decisions of the General Meeting of Shareholders;

   b. The enterprise registration certificate is revoked, unless otherwise provided for by laws;

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

2. The Company is only dissolved when it secures the payment of all debts and other property obligations and the Company is not in the process of settling disputes at a Court or arbitration body.

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

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

Article 93. Liquidation of assets[130]

1. At least 06 (six) months before the end of the Company's operation term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Board of the Company's assets consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from one independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall report to the competent State management agency in accordance with laws on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all affairs related to the liquidation of the Company's assets before the Court and other competent State agencies.

---

[127] Article 206 of Decree 155/2020/ND-CP
[128] Article 208 of Decree 155/2020/ND-CP
[129] Article 207 of the LOE 2020
[130] Article 61 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

3. The proceeds from the liquidation of the Company's assets shall be paid in the following order:

   a. Liquidation expenses;

   b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;

   c. Tax debts;

   d. Other liabilities of the Company;

   e. The remainder after all debts from Point a to Point d have been paid above shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

Article 94. Company Bankruptcy

The order and procedures for bankruptcy of the Company are carried out in accordance with the provisions of the laws on bankruptcy.

CHAPTER XIII. INTERNAL DISPUTE RESOLUTION

Article 95. Internal Dispute Resolution[131]

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders in accordance with the provisions of the Laws on Enterprises, the Charter and other provisions of laws or an agreement between:

   a. Shareholders with the Company;

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

   The parties involved first resolve disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 (thirty) days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Vietnam International Arbitration Center (VIAC) to appoint 01 (one) independent expert as a mediator for the dispute resolution process.

2. In case of failure to reach negotiation or a conciliation decision within 06 (six) weeks from the start of the mediation process or if the mediation decision is not accepted by the parties, a party may bring the dispute to a competent People's Court for settlement in accordance with the provisions of Vietnamese laws.

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

CHAPTER XIV. IMPLEMENTATION PROVISIONS

Article 96. Amendments and supplements to the Charter

1. The amendment and supplementation of the Charter must be considered and approved by the General Meeting of Shareholders.

2. In the event that there are provisions of laws related to the Company's operation that have not been mentioned in the Charter or in case there are new provisions of laws that are different from the provisions of the Charter that lead to a violation of the new provisions of laws, such provisions of laws shall automatically apply and be adjusted the Company's activities.

Article 97. Effective Date

1. This Charter takes effect from the date of approval by the General Meeting of Shareholders of the Company at the meeting on April 22, 2026, replacing the Charter approved on December 26, 2025.

2. This Charter shall be made in 05 (five) copies, with the same legal validity.

---

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

3. Copies or extracts of the Charter are valid when signed by the Chairperson of the Board of Directors or the General Director of the Company.

April 22, 2026

Legal representative of the Company

APPENDIX 01 - CHARTER CAPITAL

(Attached to the Charter of Tien Phong Securities Corporation approved by the General Meeting of Shareholders on April 22, 2026)

STT	Charter capital (VND)		Notes
1	Initial Establishment	**60.000.000.000**	Securities business license No. 49/UBCK-GPHDKD issued by the State Securities Commission on 29/12/2006
2	Increase of Charter Capital	**120.000.000.000**	License No. 72/UBCK-GPDCCT issued by the State Securities Commission on 06/09/2007
3	Increase of Charter Capital	**240.000.000.000**	License No. 100/UBCK-GPDCCT issued by the State Securities Commission on 28/12/2007
4	Increase of Charter Capital	**400.000.000.000**	Adjusted License No. 24/GPDC-UBCK issued by the State Securities Commission on 24/04/2019
5	Increase of Charter Capital	**439.600.000.000**	License No. 14/GPDC-UBCK issued by the State Securities Commission on 30/03/2020
6	Increase of Charter Capital	**1.000.000.000.000**	Adjusted License No. 71/GPDC-UBCK issued by the State Securities Commission on 29/10/2020
7	Increase of Charter Capital	**2.000.000.000.000**	Adjusted License No. 65/GPDC-UBCK issued by the State Securities Commission on 06/08/2021
8	Increase of Charter Capital	**3.000.000.000.000**	Adjusted License No. 24/GPDC-UBCK issued by the State Securities Commission on 19/04/2024
9	Increase of Charter Capital	**3.359.997.430.000**	Adjusted License No. 65/GPDC-UBCK issued by the State Securities Commission on 26/08/2024
10	Increase of Charter Capital	**6.239.309.040.000**	Adjusted License No. 20/GPDC-UBCK issued by the State Securities Commission on 29/01/2026

For clarification, the information on the increase in Charter Capital and the Company's Charter Capital according to this Appendix 01 is updated until April 22, 2026.

TIEN PHONG SECURITIES

DRAFT

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

TIEN PHONG SECURITIES CORPORATION

April 22, 2026

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS 3
Article 1. Scope of regulation and subjects of application 3
Article 2. Explanation of terminology 3
Article 3. Principles of operation of the Board of Directors 4
CHAPTER II. MEMBERS OF BOARD OF DIRECTORS 4
Article 4. Rights and obligations of members of the Board of Directors 4
Article 5. Right to information of members of the Board of Directors 5
Article 6. Tenure and number of members of the Board of Directors 5
Article 7. Criteria and conditions for membership of the Board of Directors 5
Article 8. Chairman of the Board of Directors 5
Article 9. Dismissal, dismissal, replacement and addition of members of the Board of Directors 5
Article 10. Methods of electing, dismissing and dismissing members of the Board of Directors . 5
Article 11. Notification of the election, dismissal and dismissal of members of the Board of Directors 5
CHAPTER III. BOARD OF DIRECTORS 6
Article 12. Rights and obligations of the Board of Directors 6
Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions 6
Article 14. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders 6
Article 15. Subcommittees of the Board of Directors 7
CHAPTER IV. BOARD OF DIRECTORS MEETING 7
Article 16. Board Meetings 7
Article 17. Board Meeting Minutes 7
CHAPTER V. REPORTING AND PUBLICIZING BENEFITS 7
Article 18. Annual Report Submission 7
Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors ... 7
Article 20. Disclosure of related benefits 7
CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS 8
Article 21. Relationship between Board Members 8
Article 22. Relationship with the Executive Board 8
Article 23. Relationship with the Board of Supervisors 8
CHAPTER VII. IMPLEMENTATION PROVISIONS 8
Article 24. Enforcement effect 8

LEGAL BASIS

1. Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing, amending and supplementing documents ("**Laws on Enterprises 2020**");

2. Laws on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing, amending and supplementing documents ("**Laws on Securities 2019**");

3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Laws on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP and related amended and supplemented documents ("**Decree 155/2020/ND-CP**");

4. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP ("**Circular 116/2020/TT-BTC**");

5. Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating the operation of securities companies, as amended and supplemented ("**Circular 121/2020/TT-BTC**");

6. Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market, as amended and supplemented ("**Circular 96/2020/TT-BTC**");

7. Circular No. 135/2025/TT-BTC dated December 26, 2025 of the Ministry of Finance regulating securities practice ("**Circular 135/2025/TT-BTC**");

8. The Charter of Organization and Operation of Tien Phong Securities Corporation approved on December 26, 2025, as amended and supplemented from time to time ("**the Company's Charter**").

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

TIEN PHONG SECURITIES CORPORATION

---o0o---

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This Regulations on the Operation of the Board of Directors provides for the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and members of the Board of Directors in order to operate in accordance with the provisions of relevant laws and the Company's Charter.

2. Subjects of application: The Regulations on the operation of the Board of Directors applies to the Board of Directors and members of the Board of Directors.

Article 2. Explanation of terminology

1. In this Governance Regulation, the following terms shall be construed as follows:

   a. "**Company**" means Tien Phong Securities Corporation.

   b. "**Establishment and Operation License**" means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission for the first time on December 29, 2006, to Phuong Dong Securities Joint Stock Company (the former name of the Company), as amended and supplemented from time to time.

   c. "**Enterprise Registration Certificate**" means the Company's Enterprise Registration Certificate with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, as amended and supplemented from time to time.

   d. "**Charter Capital**" means the charter capital of the Company as specified in Article 9 of the Charter.

   e. "**Shareholder**" means an individual or organization owning at least one share of the Company[1].

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

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

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

   i. "**Internal persons**" or "**Insiders**" include the Chairperson of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officers, Chief Accountants; Head of the Board of Supervisors and members of the Board of Supervisors; Company Secretary, Person in charge of corporate governance, Person authorized to disclose information.

   j. "**Executive Board**" means the General Director, Deputy General Director(s), Director/Head of Divisions and equivalent, Chief Accountant and other personnel as decided by the General Director from time to time in accordance with applicable laws, the Charter and internal regulations of the Company.

   k. "**Related person**" means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 46, Article 4 of the Laws on Securities.

---

[1] Clause 3, Article 4 LOE 2020
[2] Clause 18, Article 4 LOS 2019
[3] Clause 5 Article 4 LOE 2020
[4] Clause 24, Article 4 LOE 2020

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

m. "**Foreign ownership ratio**" means the total share ownership ratio to charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% of the charter capital of such economic organizations.

n. "**Laws on Enterprises**" means the Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.

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

2. In the Regulations on the Operation of the Board of Directors, references to any document shall include those amending, supplementing or replacing such documents.

3. The headings (Points, Clauses, Articles, Sections, Chapters of the Regulations on the Operation of the Board of Directors) are used to facilitate the reading and comprehension and do not affect the interpretation of the content and meaning of the Regulations on the Operation of the Board of Directors.

4. Unless otherwise defined in the the Regulations on the Operation of the Board of Directors, the words or terms used in the Regulations of the Board of Directors shall have the same meanings as in the Laws on Enterprises and the Laws on Securities.

Article 3. Principles of operation of the Board of Directors

1. The Board of Directors operates on a collective basis. Members of the Board of Directors are personally responsible for their work and are jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors for the development of the Company.

2. The Board of Directors shall assign responsibilities to the General Director to organize and administer the implementation of resolutions and decisions of the Board of Directors.

CHAPTER II. MEMBERS OF BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors[5]

1. Members of the Board of Directors have full rights and obligations in accordance with relevant laws and are specified in detail in Article 45 of the Company's Charter; at the same time, members of the Board of Directors have the following obligations:

a. To perform their duties honestly, prudently and in the best interests of the shareholders and the Company;

b. To attend all meetings of the Board of Directors and provide opinions on matters discussed;

c. To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;

d. To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, on the one hand, and members of the Board of Directors and their related persons, on the other hand; as well as transactions between the Company and enterprises in which such members have served as founding members or managers within the three (03) years prior to the transaction date;

e. To disclose information when trading in the Company's shares in accordance with applicable laws.

2. An independent member of the Board of Directors of the Company shall prepare an evaluation report on the operation of the Board of Directors.

---

[5] Article 277 of Decree 155/2020/ND-CP

Article 5. Right to information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director and/or other managers and executives in the Company to provide information and documents on the financial situation and business activities of the Company and its units.

2. Managers and executives are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information shall comply with the provisions of the Company's Charter and relevant internal regulations of the Company.

Article 6. Tenure and number of members of the Board of Directors[6]

As detailed in Article 42 of the Company's Charter.

Article 7. Criteria and conditions for membership of the Board of Directors[7]

As detailed in Article 43 of the Company's Charter.

Article 8. Chairman of the Board of Directors

As detailed in Article 46 of the Company's Charter.

Article 9. Dismissal, dismissal, replacement and addition of members of the Board of Directors[8]

As detailed in Article 49 of the Company's Charter.

Article 10. Methods of electing, dismissing and dismissing members of the Board of Directors

1. The candidacy and nomination of members of the Board of Directors[9] are specified in detail in Article 44 of the Company's Charter.

2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall recommend additional candidates. 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 law.

3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting in accordance with the provisions of the Company's Charter, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The winner of the election of members of the Board of Directors is determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members of the Board of Directors needs to vote. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the Election Regulations.

4. The election, dismissal and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 11. Notification of the election, dismissal and dismissal of members of the Board of Directors

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates as prescribed in Clause 1, Article 44 of the Company's Charter.

---

[6] Article 154 of LOE 2020
[7] Article 155 of LOE 2020
[8] Article 160 LOE 2020
[9] Article 274 of Decree 155/2020/ND-CP

2. The notification of the results of the election, dismissal and dismissal of members of the Board of Directors shall comply with the provisions of the law on information disclosure.

CHAPTER III. BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The Board of Directors has the rights and obligations specified in detail in Article 41 of the Company's Charter.

3. The Board of Directors approves resolutions and decisions by voting at the meeting, collecting opinions in writing or other forms prescribed by the Company's Charter (if any). Each Board member has one vote.

4. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Company's Charter causing damage to the Company, the members who agree to the adoption of such resolution or decision must be jointly and severally responsible for the resolution. decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors approves the contracts and transactions specified in Clause 1, Clause 2, Article 72 of the Company's Charter.

2. The Company's representative signing a contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors of the subjects related to such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless the Company's Charter stipulates a different time limit; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.

Article 14. Responsibilities of the Board of Directors in convening an extraordinary General Meeting of Shareholders

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

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

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

   c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Company's Charter;

   d. At the request of the Board of Supervisors;

   e. Other cases as prescribed by law and the Charter (if any).

2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date of occurrence of the case specified at Point b, Clause 1 of this Article or receive the request for convening the meeting specified at Points c and d, Clause 1 of this Article. In case the Board of Directors fails to convene 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 damages incurred due to the failure to convene the General Meeting of Shareholders as prescribed in Article 28 of the Company's Charter.

3. The convener of the General Meeting of Shareholders must perform the following tasks:

a. Make a list of shareholders entitled to attend the meeting;

b. Providing information and settling complaints related to the list of shareholders;

c. Preparation of meeting agendas and contents;

d. Prepare documents for the meeting;

e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Directors and Supervisors;

f. Determine the time and place of the meeting, the form of organization of the meeting;

g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Laws on Enterprises and the Charter;

h. Other tasks for the meeting.

Article 15. Subcommittees of the Board of Directors[10]

As detailed in Article 51 of the Company's Charter.

CHAPTER IV. BOARD OF DIRECTORS' MEETING

Article 16. Board Meetings[11]

As detailed in Article 47 of the Company's Charter.

Article 17. Board Meeting Minutes[12]

As detailed in Article 48 of the Company's Charter.

CHAPTER V. REPORTING AND PUBLICIZING BENEFITS

Article 18. Annual Report Submission

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders reports as prescribed in Article 84 of the Company's Charter, including:

   a. Report on the Company's business results;

   b. Financial statements;

   c. Report on the evaluation of the management and administration of the Company;

   d. Appraisal report of the Board of Supervisors.

2. The report specified at Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders if the Company's Charter does not provide otherwise.

3. The report specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders if the Company's Charter does not prescribe a longer time limit. Shareholders who own shares of the Company for at least 01 consecutive year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors

As detailed in Article 50 of the Company's Charter.

Article 20. Disclosure of related benefits

---

[10] Article 31 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

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

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

As detailed in Article 69 of the Company's Charter.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between Board Members

1. The relationship between members of the Board of Directors is a coordination relationship, members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned work.

2. In the process of handling work, the member of the Board of Directors assigned to be responsible for the main responsibility must actively coordinate in handling if there is a problem related to the field in charge of other members of the Board of Directors. In case there are still different opinions among the members of the Board of Directors, the members shall be mainly responsible for reporting to the Chairman of the Board of Directors for consideration and decision according to their competence or organizing meetings or collecting opinions of members of the Board of Directors in accordance with the provisions of law and the Company's Charter.

3. In case of reassignment between members of the Board of Directors, members of the Board of Directors must hand over relevant work, dossiers and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 22. Relationship with the Executive Board

As a manager, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is a coordinated relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, and at the same time closely coordinates and supports each other in the process of performing tasks.

2. Upon receipt of inspection records or general reports of the Control Board, the Board of Directors is responsible for studying and directing relevant units to formulate plans and implement corrections in a timely manner.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 24. Enforcement effect

1. This Operating Regulation of the Board of Directors takes effect from April 22, 2026 and replaces the Operating Regulation of the Board of Directors previously approved on March 11, 2022.

2. After being approved by the General Meeting of Shareholders, the amendment, supplementation, replacement or annulment of this Regulation on Operation of the Board of Directors shall be decided by the Board of Directors according to its competence and in accordance with the provisions of law and the Company's Charter.

3. In case the provisions of the law or the Company's Charter related to the operation of the Board of Directors have not been mentioned in this Regulation on Operation of the Board of Directors or in case there is a discrepancy between the provisions of this Regulation on Operation of the Board of Directors and the provisions of law or the Company's Charter, the provisions of the law and/or the Company's Charter shall apply.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

TPS
TIEN PHONG SECURITIES

DRAFT

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

TIEN PHONG SECURITIES CORPORATION

April 22, 2026

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS 1

Article 1. Scope of regulation and subjects of application 1

Article 2. Explanation of terminology 1

Article 3. Governance Principles 2

Article 4. Organizational structure and governance 2

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS 3

Article 5. Rights and obligations of the General Meeting of Shareholders 3

Article 6. Competence to convene the General Meeting of Shareholders 3

Article 7. List of shareholders entitled to attend the General Meeting of Shareholders and announcement of the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders 3

Article 8. Notice of convening the General Meeting of Shareholders 3

Article 9. Agenda and contents of the General Meeting of Shareholders 3

Article 10. How to register to attend the General Meeting of Shareholders and authorize the representative to attend the General Meeting of Shareholders 3

Article 11. Conditions for conducting the General Meeting of Shareholders 3

Article 12. Form of approving the resolution of the General Meeting of Shareholders 3

Article 13. Conditions for the resolution of the General Meeting of Shareholders to be approved 3

Article 14. Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders 3

Article 15. Minutes of the General Meeting of Shareholders 3

Article 16. Effect of the Resolution of the General Meeting of Shareholders 3

Article 17. Request to cancel the resolution of the General Meeting of Shareholders 3

CHAPTER III. BOARD OF DIRECTORS 3

Article 18. Rights and obligations of the Board of Directors 3

Article 19. Rights and obligations of members of the Board of Directors 4

Article 20. Tenure and number of members of the Board of Directors 4

Article 21. Criteria and conditions for membership of the Board of Directors 4

Article 22. Candidacy and nomination of members of the Board of Directors 4

Article 23. How to elect members of the Board of Directors 4

Article 24. Dismissal, dismissal, replacement and addition of members of the Board of Directors 4

Article 25. Remuneration, bonuses and other benefits of members of the Board of Directors 4

Article 26. Board Meetings 4

Article 27. Board Meeting Minutes 4

Article 28. Resolution of the Board of Directors 4

Article 29. Subcommittees of the Board of Directors 4

Article 30. Person in charge of corporate governance 4

CHAPTER IV. BOARD OF SUPERVISORS 4

Article 31. Rights and obligations of the Board of Supervisors 4

Article 32. Rights and obligations of members of the Board of Supervisors 5

Article 33. Term of office and number of members of the Board of Supervisors 5

Article 34. Criteria and conditions for being a member of the Board of Supervisors 5

Article 35. Candidacy, nomination and election of members of the Board of Supervisors 5

Article 36. Dismissal and dismissal of members of the Board of Supervisors 5

Article 37. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors 5

Article 38. Board of Supervisors Meeting 5

CHAPTER V. GENERAL DIRECTOR, EXECUTIVE BOARD 5

Article 39. Principles of organization and operation of the Executive Board 5
Article 40. Standards and conditions of the Company's executives 5
Article 41. Rights and obligations of the General Director 6
Article 42. Selection and appointment of General Directors and other executives 6
Article 43. Salaries and other benefits of the General Director and other executives 6
CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR 6
Article 44. Coordination principles 6
Article 45. Meetings between the Board of Directors, the Board of Supervisors and the Executive Board 6
Article 46. Proposal to convene a meeting of the Board of Directors of the General Director and the Board of Supervisors 7
Article 47. Coordination between the Board of Directors, the Board of Supervisors and the General Director 7
CHAPTER VII. EVALUATION, COMMENDATION AND DISCIPLINE OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES 8
Article 48. Evaluation, Reward and Discipline 8
CHAPTER VIII. IMPLEMENTATION PROVISIONS 9
Article 49. Enforcement effect 9
Article 50. Organization of implementation 9

LEGAL BASIS

1. Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing, amending and supplementing documents ("**Laws on Enterprises 2020**");

2. Laws on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing, amending and supplementing documents ("**Laws on Securities 2019**");

3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Laws on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP and related amended and supplemented documents ("**Decree 155/2020/ND-CP**");

4. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP ("**Circular 116/2020/TT-BTC**");

5. Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating the operation of securities companies, as amended and supplemented ("**Circular 121/2020/TT-BTC**");

6. Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market, as amended and supplemented ("**Circular 96/2020/TT-BTC**");

7. Circular No. 135/2025/TT-BTC dated December 26, 2025 of the Ministry of Finance regulating securities practice ("**Circular 135/2025/TT-BTC**");

8. The Charter of Organization and Operation of Tien Phong Securities Corporation approved on December 26, 2025, as amended and supplemented from time to time ("**the Company's Charter**").

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

TIEN PHONG SECURITIES CORPORATION

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: This Internal Regulation on Corporate Governance ("**Governance Regulation**") sets out the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director (Executive Board); the procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors and the General Director (Executive Board) and other matters as provided in the Company's Charter and applicable laws.

2. Subjects of application: This Governance Regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director (Executive Board) and related persons.

Article 2. Explanation of terminology

1. In this Governance Regulation, the following terms shall be construed as follows:

   a. "**Company**" means Tien Phong Securities Corporation.

   b. "**Establishment and Operation License**" means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission for the first time on December 29, 2006, to Phuong Dong Securities Joint Stock Company (the former name of the Company), as amended and supplemented from time to time.

   c. "**Enterprise Registration Certificate**" means the Company's Enterprise Registration Certificate with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, as amended and supplemented from time to time.

   d. "**Charter Capital**" means the charter capital of the Company as specified in Article 9 of the Charter.

   e. "**Shareholder**" means an individual or organization owning at least one share of the Company[1].

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

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

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

   i. "**Internal persons**" or "**Insiders**" include the Chairperson of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officers, Chief Accountants; Head of the Board of Supervisors and members of the Board of Supervisors; Company Secretary, Person in charge of corporate governance, Person authorized to disclose information.

   j. "**Executive Board**" means the General Director, Deputy General Director(s), Director/Head of Divisions and equivalent, Chief Accountant and other personnel as decided by the General Director from time to time in accordance with applicable laws, the Charter and internal regulations of the Company.

---

[1] Clause 3, Article 4 LOE 2020
[2] Clause 18, Article 4 LOS 2019
[3] Clause 5 Article 4 LOE 2020
[4] Clause 24, Article 4 LOE 2020

k. "**Related person**" means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 46, Article 4 of the Laws on Securities.

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

m. "**Foreign ownership ratio**" means the total share ownership ratio to charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% of the charter capital of such economic organizations.

n. "**Laws on Enterprises**" means the Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.

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

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

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

4. Unless otherwise defined in this Governance Regulation, terms used herein shall have the same meanings as those in the Laws on Enterprises and the Laws on Securities.

Article 3. Governance Principles[5]

This Governance Regulation is established on the basis of the following principles:

1. Complying with the Laws on Securities, the Laws on Enterprises, the Company's Charter, and other relevant laws on corporate governance.

2. Ensuring an appropriate governance structure.

3. Ensuring the effective operation of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the General Director (Executive Board).

4. Clearly delineating the responsibilities of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the General Director (Executive Board) in accordance with applicable laws and the Company's Charter.

5. Protecting the lawful rights and interests of shareholders.

6. Ensuring adequate information disclosure and fair treatment of shareholders.

7. Supervising and preventing conflicts of interest within the Company and in transactions with related persons.

8. Ensuring transparency in the Company's operations.

9. Other governance principles as prescribed by law and the Company's Charter.

Article 4. Organizational structure and governance[6]

The Company's organizational structure for management, administration and supervision comprises:

1. General Meeting of Shareholders.

2. Board of Directors.

3. Board of Supervisors.

4. General Director.

---

[5] Article 3 Circular 121/2020/TT-BTC

[6] Article 137 LOE 2020 and Article 11 the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 5. Rights and obligations of the General Meeting of Shareholders[7]

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

2. The General Meeting of Shareholders has the rights and obligations as detailed in Article 26 of the Company's Charter.

Article 6. Competence to convene the General Meeting of Shareholders

As detailed in Article 28 of the Company's Charter.

Article 7. List of shareholders entitled to attend the General Meeting of Shareholders and announcement of the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders[8]

As detailed in Article 29 of the Company's Charter.

Article 8. Notice of convening the General Meeting of Shareholders

As detailed in Article 31 of the Company's Charter.

Article 9. Agenda and contents of the General Meeting of Shareholders

As detailed in Article 30 of the Company's Charter.

Article 10. How to register to attend the General Meeting of Shareholders and authorize the representative to attend the General Meeting of Shareholders

As detailed in Article 32 of the Company's Charter.

Article 11. Conditions for conducting the General Meeting of Shareholders[9]

As detailed in Article 33 of the Company's Charter.

Article 12. Form of approving the resolution of the General Meeting of Shareholders

As detailed in Article 35 of the Company's Charter.

Article 13. Conditions for the resolution of the General Meeting of Shareholders to be approved[10]

As detailed in Article 36 of the Company's Charter.

Article 14. Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders[11]

As detailed in Article 37 of the Company's Charter.

Article 15. Minutes of the General Meeting of Shareholders[12]

As detailed in Article 38 of the Company's Charter.

Article 16. Effect of the Resolution of the General Meeting of Shareholders

As detailed in Article 40 of the Company's Charter.

Article 17. Request to cancel the resolution of the General Meeting of Shareholders

As detailed in Article 39 of the Company's Charter.

CHAPTER III. BOARD OF DIRECTORS

Article 18. Rights and obligations of the Board of Directors

---

[7] Article 138 LOE 2020
[8] Article 141 LOE 2020
[9] Article 145 LOE 2020
[10] Article 148 LOE 2020
[11] Article 149 LOE 2020
[12] Article 150 LOE 2020

1. The Board of Directors is the management body of the Company and has full authority to decide and exercise the rights and obligations of the Company on its behalf, except for those falling within the jurisdiction of the General Meeting of Shareholders.

2. The Board of Directors has the rights and obligations as detailed in Article 41 of the Company's Charter.

Article 19. Rights and obligations of members of the Board of Directors[13]

As detailed in Article 45 of the Company's Charter.

Article 20. Tenure and number of members of the Board of Directors[14]

As detailed in Article 42 of the Company's Charter.

Article 21. Criteria and conditions for membership of the Board of Directors[15]

As detailed in Article 43 of the Company's Charter.

Article 22. Candidacy and nomination of members of the Board of Directors[16]

As detailed in Article 44 of the Company's Charter.

Article 23. How to elect members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting in accordance with the Company's Charter.

Article 24. Dismissal, dismissal, replacement and addition of members of the Board of Directors[17]

As detailed in Article 49 of the Company's Charter.

Article 25. Remuneration, bonuses and other benefits of members of the Board of Directors[18]

As detailed in Article 50 of the Company's Charter.

Article 26. Board Meetings[19]

As detailed in Article 47 of the Company's Charter.

Article 27. Board Meeting Minutes[20]

As detailed in Article 48 of the Company's Charter.

Article 28. Resolution of the Board of Directors

As detailed in Clause 4, Clause 5, Article 41 of the Company's Charter.

Article 29. Subcommittees of the Board of Directors[21]

As detailed in Article 51 of the Company's Charter.

Article 30. Person in charge of corporate governance[22]

As detailed in Article 52 of the Company's Charter.

CHAPTER IV. BOARD OF SUPERVISORS

Article 31. Rights and obligations of the Board of Supervisors

As detailed in Article 55 of the Company's Charter.

---

[13] Article 277 Decree 155/2020/ND-CP
[14] Article 154 LOE 2020
[15] Article 155 LOE 2020
[16] Article 274 Decree 155/2020/ND-CP
[17] Article 160 LOE 2020
[18] Article 163 LOE 2020
[19] Article 157 LOE 2020 and Clause 1 Article 279 Decree 155/2020/ND-CP
[20] Article 158 LOE 2020 and Clause 2 Article 279 Decree 155/2020/ND-CP
[21] Article 31 the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC
[22] Article 281 Decree 155/2020/ND-CP

Article 32. Rights and obligations of members of the Board of Supervisors[23]

As detailed in Article 59 of the Company's Charter.

Article 33. Term of office and number of members of the Board of Supervisors[24]

As detailed in Article 56 of the Company's Charter.

Article 34. Criteria and conditions for being a member of the Board of Supervisors[25]

As detailed in Article 57 of the Company's Charter.

Article 35. Candidacy, nomination and election of members of the Board of Supervisors[26]

As detailed in Article 58 of the Company's Charter.

Article 36. Dismissal and dismissal of members of the Board of Supervisors[27]

As detailed in Article 61 of the Company's Charter.

Article 37. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors[28]

As detailed in Article 62 of the Company's Charter.

Article 38. Board of Supervisors Meeting[29]

As detailed in Article 60 of the Company's Charter.

CHAPTER V. GENERAL DIRECTOR, EXECUTIVE BOARD

Article 39. Principles of organization and operation of the Executive Board

1. The Executive Board shall be organized and operate in accordance with the principles of centralized management, single leadership, and individual accountability. The General Director is the head of the Executive Board and is responsible to the Board of Directors and the law for the day-to-day operations of the Company. Assisting the General Director are members of the Executive Board and relevant functional units.
2. Within the scope of his/her functions and duties, the General Director shall assign responsibilities and/or specifically authorize members of the Executive Board to be in charge of professional activities; implement approved business plans; organize the evaluation of the implementation of resolutions and decisions of the Board of Directors; and assess the Company's business performance.
3. In the course of operation, the Executive Board shall comply with the provisions of law, the Company's Charter and the Company's internal regulations.

Article 40. Standards and conditions of the Company's executives

1. The General Director is the highest executive of the Company, is subject to the supervision of the Board of Directors, and is responsible to the Board of Directors and the law for the performance of his/her assigned rights and obligations
2. The criteria and conditions of the General Director are as detailed in Article 65 of the Company's Charter.
3. The criteria and conditions of other executives shall be determined in accordance with the Company's relevant internal regulations from time to time.

---

[23] Article 173 LOE 2020 and Article 287 Decree 155/2020/ND-CP
[24] Article 168 LOE 2020
[25] Article 169 LOE 2020
[26] Article 285 Decree 155/2020/ND-CP
[27] Article 174 LOE 2020
[28] Article 172 LOE 2020
[29] Article 289 Decree 155/2020/ND-CP

Article 41. Rights and obligations of the General Director[30]

As detailed in Article 66 of the Company's Charter.

Article 42. Selection and appointment of General Directors and other executives

1. The Company has 01 (one) General Director. The Board of Directors shall appoint a member of the Board of Directors or hire another individual to act as the General Director. The term of office of the General Director shall not exceed 05 (five) years and may be renewed for an unlimited number of terms.

2. At the request of the General Director and subject to the approval of the Board of Directors, the Company may appoint and recruit other executives in terms of number, qualifications, and conditions in accordance with applicable laws and the organizational structure approved by the Board of Directors.

Article 43. Salaries and other benefits of the General Director and other executives

1. The Company shall pay salaries to its executives as determined by the Board of Directors, taking into account the Company's business results and performance.

2. Salaries of the Company's executives shall be recorded as operating expenses in accordance with the laws on corporate income tax and shall be presented as a separate item in the Company's annual financial statements, which shall be reported to the General Meeting of Shareholders at its annual meeting.

CHAPTER VI. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR

Article 44. Coordination principles

The Board of Directors, the Board of Supervisors and the General Director shall coordinate their activities on the basis of the following principles:

1. Ensuring the legitimate interests of the Company and its shareholders.

2. Complying with the provisions of law, the Company's Charter and the Company's internal regulations.

3. Ensuring independence in the performance of functions, duties and authority of each body, while maintaining close coordination to ensure that the Company's governance, supervision, and management activities are conducted effectively and transparently.

4. Implementing mechanisms for information exchange and timely reporting in order to detect, address or propose solutions to issues arising in the course of the Company's operations.

Article 45. Meetings between the Board of Directors, the Board of Supervisors and the Executive Board

1. At meetings of the Board of Directors, the Chairperson of the Board of Directors or the convener of the meeting shall send notices of invitation and accompanying documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors, and may invite members of the Executive Board to attend to discuss relevant matters. Members of the Executive Board and members of the Board of Supervisors invited to attend meetings of the Board of Directors may participate in discussions but shall not have voting rights[31].

2. At meetings of the Board of Supervisors, the Head of the Board of Supervisors has the right to request members of the Board of Directors and the General Director to attend in order to clarify matters and/or discuss relevant issues. Members of the Board of Directors and the General Director invited to attend meetings of the Board of Supervisors may participate in discussions but shall not have voting rights[32].

3. At meetings of the Executive Board, the General Director may invite members of the Board of Directors, committees of the Board of Directors and/or the Board of Supervisors to attend to

---

[30] Clause 3, Clause 4, Article 162 LOE 2020 and Clause 4, Article 35 the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

[31] Clause 7, Article 157 LOE 2020

[32] Article 289 Decree 155/2020/ND-CP

discuss relevant matters. Members of the Board of Directors, committees of the Board of Directors, and the Board of Supervisors invited to attend such meetings may participate in discussions but shall not have voting rights.

4. Notices of invitation to meetings must be sent at least 03 (three) working days prior to the meeting date. Such notices must specify the time and venue of the meeting, the agenda and the matters to be discussed and decided and must be accompanied by relevant meeting materials and voting forms of the participants[33].

Article 46. Proposal to convene a meeting of the Board of Directors of the General Director and the Board of Supervisors[34]

1. The General Director and the Board of Supervisors have the right to request the convening of a meeting of the Board of Directors. Such request must be made in writing, clearly stating the purposes and the issues to be discussed and decided within the competence of the Board of Directors.

2. The Chairman of the Board of Directors must convene a meeting of the Board of Directors at the request of the General Director and the Board of Supervisors within 07 (seven) working days from the date of receipt of the request specified in Clause 1 of this Article. In the event of failure to convene the meeting as requested, the Chairperson of the Board of Directors shall be liable for any damage caused to the Company due to such failure; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

3. The Chairperson of the Board of Directors or the convener of the meeting must send a notice of invitation at least 03 (three) working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by relevant meeting documents and voting ballots of members.

Article 47. Coordination between the Board of Directors, the Board of Supervisors and the General Director

1. Coordination of activities between the Board of Directors and the Board of Supervisors

   a. The Board of Directors and the Board of Supervisors shall perform their functions and duties independently in accordance with applicable laws and the Company's Charter;

   b. Resolutions and decisions of the Board of Directors must be sent to the Board of Supervisors in accordance with applicable regulations;

   c. The Board of Directors shall provide full and timely information and documents relating to the Company's activities at the request of the Board of Supervisors for supervisory purposes;

   d. The Board of Supervisors shall promptly notify the Board of Directors of inspection and supervision results and recommendations (if any);

   e. The Board of Directors shall consider and inform the Board of Supervisors of the handling results of such recommendations.

2. Coordination of activities between the Board of Directors and the General Director

   a. The General Director and/or members of the Executive Board may attend meetings of the Board of Directors and the General Meeting of Shareholders upon request or invitation by the Board of Directors;

   b. The General Director shall report to the Board of Directors on the implementation of business plans, financial performance, and significant operational matters of the Company;

   c. The General Director and/or members of the Executive Board may only perform tasks within the competence of the Board of Directors or the Chairperson of the Board of

[33] Clause 6, Article 157 LOE 2020

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

Directors after a resolution or decision has been issued by the Board of Directors or upon approval by the Chairperson in accordance with regulations;

d. The General Director and/or members of the Executive Board shall maintain regular information exchange with members of the Board of Directors and comply with periodic or ad hoc reporting requirements to the Chairperson regarding business operations and other relevant matters;

e. Representatives of the Executive Board may attend meetings of the Board of Directors to exchange information and strengthen coordination in implementing resolutions, decisions, and policies issued by the Board of Directors. Where necessary, the Board of Directors or its members may attend meetings of the Executive Board;

f. Periodic or ad hoc reports from members of the Executive Board and business units to the General Director, as well as decisions, directives, notices and other instructions issued by the General Director, must be copied and submitted to the Board of Directors in accordance with regulations for management and supervision purposes.

3. Coordination between the Board of Supervisors and the General Director

a. The Board of Supervisors and its members, when working with the General Director and the Executive Board, must ensure independence and objectivity in performing their functions and duties, while maintaining effective coordination without obstructing each other's exercise of rights and obligations;

b. The General Director shall report to the Board of Supervisors on the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors; as well as on business plan execution, Company administration, and other matters as requested by the Board of Supervisors;

c. Based on periodic reports and information obtained through supervision, the Board of Supervisors has the right to propose that the Board of Directors review decisions of the General Director where deemed necessary;

d. In case of detecting signs of violations of law, the Company's Charter, or decisions that may cause serious damage to the Company's assets or reputation, the Board of Supervisors has the right to request the General Director to suspend the implementation of such decisions. Within 24 (twenty-four) hours from the time of making such request, the Board of Supervisors must notify its opinions to members of the Board of Directors for consideration and decision in accordance with their authority.

CHAPTER VII. EVALUATION, COMMENDATION AND DISCIPLINE OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 48. Evaluation, Reward and Discipline

1. Evaluation Criteria

The evaluation of the performance of members of the Board of Directors, members of the Board of Supervisors and the General Director shall be based on criteria including, but not limited to, the following:

a. Performance results of assigned tasks, including the level of completion, workload, quality and efficiency of work of each individual; and consideration of the development and operational results of the units under their management or supervision;

b. Moral qualities, lifestyle, awareness and compliance with the Company's Charter, internal policies, regulations and applicable laws;

c. Continuous learning spirit to improve professional qualifications; integrity and diligence at work; sense of discipline and responsibility in performing assigned duties and in the position held;

d. Management capability, leadership style and attitude in administration; compliance with regulations on thrift practices and prevention of corruption and waste;

e. Spirit of solidarity, cooperation and coordination within the unit and with other units in the Company; level of trust and confidence of employees in the individual being evaluated.

2. Rewards

The form and level of rewards for members of the Board of Directors, the Board of Supervisors and the General Director shall be decided by the Board of Directors based on the total remuneration, bonuses and other benefits approved annually by the General Meeting of Shareholders; and based on the evaluation results of task completion and the Company's business performance, ensuring compliance with applicable laws and the Company's Charter.

3. Discipline

a. Members of the Board of Directors, members of the Board of Supervisors and the General Director who, in the course of performing their duties, violate the provisions of law, the Company's Charter or internal regulations shall, depending on the nature and severity of the violation, be subject to consideration and disciplinary actions in accordance with the Company's regulations;

b. The Board of Directors has the authority to decide on disciplinary measures for positions appointed by the Board of Directors. The General Director has the authority to decide on disciplinary measures for positions appointed by the General Director;

c. Principles, procedures and forms of disciplinary actions shall comply with the Company's regulations from time to time.

CHAPTER VIII. IMPLEMENTATION PROVISIONS

Article 49. Enforcement effect

1. This Governance Regulation shall take effect from April 22, 2026 and replace the Governance Regulation previously adopted on April 24, 2024.

2. After being approved by the General Meeting of Shareholders, any amendment, supplementation, replacement or annulment of this Governance Regulation shall be decided by the Board of Directors in accordance with its authority and in compliance with applicable laws and the Company's Charter.

3. In the event that provisions of law or of the Company's Charter relating to corporate governance are not provided for in this Governance Regulation, or in case of any inconsistency between this Governance Regulation and the provisions of law or the Company's Charter, the provisions of law and/or the Company's Charter shall prevail.

Article 50. Organization of implementation

1. The Board of Directors shall be responsible for guiding, organizing and supervising the implementation of this Governance Regulation throughout the Company.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, members of the Executive Board, and relevant units and individuals within the Company shall be responsible for implementing this Governance Regulation.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

TIEN PHONG SECURITIES

DRAFT

REGULATIONS ON THE OPERATION OF THE BOARD OF SUPERVISORS

TIEN PHONG SECURITIES CORPORATION

April 22, 2026

TABLE OF CONTENTS

CHAPTER I. GENERAL PROVISIONS 3
Article 1. Scope of regulation and subjects of application 3
Article 2. Explanation of terminology 3
Article 3. Operating principles of the Board of Supervisors 4
CHAPTER II. MEMBER OF THE BOARD OF SUPERVISORS 4
Article 4. Rights and obligations of members of the Board of Supervisors 4
Article 5. Term of office and number of members of the Board of Supervisors 4
Article 6. Criteria and conditions for being a member of the Board of Supervisors 4
Article 7. Head of Supervisory Board 4
Article 8. How to elect, dismiss and dismiss members of the Board of Supervisors 5
Article 9. Dismissal and dismissal of members of the Board of Supervisors 5
Article 10. Notification of election, dismissal and dismissal of members of the Board of Supervisors 5
CHAPTER III. SUPERVISORY BOARD 5
Article 11. Rights and obligations of the Board of Supervisors 5
Article 12. Right to information of the Board of Supervisors 7
Article 13. Responsibilities of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders 7
CHAPTER IV. SUPERVISORY BOARD MEETING 7
Article 14. Supervisory Board Meeting 7
Article 15. Minutes of the Board of Supervisors' Meeting 8
CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS 8
Article 16. Annual Report Submission 8
Article 17. Remuneration, bonuses and other benefits of members of the Board of Supervisors 8
Article 18. Disclosure of related benefits 8
CHAPTER VI. RELATIONSHIP OF THE BOARD OF SUPERVISORS 8
Article 19. Relationship between members of the Board of Supervisors 8
Article 20. Relationship with the Executive Board 8
Article 21. Relationship with the Board of Directors 9
CHAPTER VII. IMPLEMENTATION PROVISIONS 9
Article 22. Enforcement effect 9

LEGAL BASIS

1. Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing, amending and supplementing documents ("**Laws on Enterprises 2020**");

2. Laws on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing, amending and supplementing documents ("**Laws on Securities 2019**");

3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Laws on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP and related amended and supplemented documents ("**Decree 155/2020/ND-CP**");

4. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP ("**Circular 116/2020/TT-BTC**");

5. Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating the operation of securities companies, as amended and supplemented ("**Circular 121/2020/TT-BTC**");

6. Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market, as amended and supplemented ("**Circular 96/2020/TT-BTC**");

7. Circular No. 135/2025/TT-BTC dated December 26, 2025 of the Ministry of Finance regulating securities practice ("**Circular 135/2025/TT-BTC**");

8. The Charter of Organization and Operation of Tien Phong Securities Corporation approved on December 26, 2025, as amended and supplemented from time to time ("**the Company's Charter**").

REGULATIONS ON THE OPERATION OF THE BOARD OF SUPERVISORS

TIEN PHONG SECURITIES CORPORATION

---o0o---

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulation on operation of the Board of Supervisors stipulates the organizational structure of personnel, standards, conditions, rights and obligations of the Board of Supervisors and members of the Board of Supervisors in accordance with relevant laws and the Company's Charter.

2. Subjects of application: The Regulations on the operation of the Board of Supervisors are applicable to the Board of Supervisors and members of the Board of Supervisors.

Article 2. Explanation of terminology

1. In this Governance Regulation, the following terms shall be construed as follows:

   a. "**Company**" means Tien Phong Securities Corporation.

   b. "**Establishment and Operation License**" means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission for the first time on December 29, 2006, to Phuong Dong Securities Joint Stock Company (the former name of the Company), as amended and supplemented from time to time.

   c. "**Enterprise Registration Certificate**" means the Company's Enterprise Registration Certificate with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, as amended and supplemented from time to time.

   d. "**Charter Capital**" means the charter capital of the Company as specified in Article 9 of the Charter.

   e. "**Shareholder**" means an individual or organization owning at least one share of the Company[1].

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

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

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

   i. "**Internal persons**" or "**Insiders**" include the Chairperson of the Board of Directors, members of the Board of Directors, legal representatives, General Directors, Deputy General Directors, Chief Financial Officers, Chief Accountants; Head of the Board of Supervisors and members of the Board of Supervisors; Company Secretary, Person in charge of corporate governance, Person authorized to disclose information.

   j. "**Executive Board**" means the General Director, Deputy General Director(s), Director/Head of Divisions and equivalent, Chief Accountant and other personnel as decided by the General Director from time to time in accordance with applicable laws, the Charter and internal regulations of the Company.

   k. "**Related person**" means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 46, Article 4 of the Laws on Securities.

---

[1] Clause 3, Article 4 LOE 2020
[2] Clause 18, Article 4 LOS 2019
[3] Clause 5 Article 4 LOE 2020
[4] Clause 24, Article 4 LOE 2020

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

m. "**Foreign ownership ratio**" means the total share ownership ratio to charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% of the charter capital of such economic organizations.

n. "**Laws on Enterprises**" means the Laws on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.

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

2. In the Regulations on the Operation of the Board of Supervisors, references to any document shall include those amending, supplementing or replacing such documents.

3. The headings (Points, Clauses, Articles, Sections, Chapters of the Regulation on Operation of the Board of Supervisors) are used to facilitate the reading and comprehension and do not affect the interpretation of the content and meaning of the Regulation on operation of the Board of Supervisors.

4. Unless otherwise defined in the Regulations on the Operation of the Board of Supervisors, the words or terms used in the Regulations on the Operation of the Board of Supervisors shall have the same meanings as in the Laws on Enterprise and the Laws on Securities.

Article 3. Operating principles of the Board of Supervisors

The Board of Supervisors works on a collective basis. Members of the Board of Supervisors are personally responsible for their work and jointly responsible to the General Meeting of Shareholders and the law for the work and decisions of the Board of Supervisors.

CHAPTER II. MEMBER OF THE BOARD OF SUPERVISORS

Article 4. Rights and obligations of members of the Board of Supervisors[5]

1. The rights and obligations of members of the Board of Supervisors are specified in detail in Article 59 of the Company's Charter.

2. Strictly comply with the law, the Company's Charter, the resolution of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and obligations.

3. Loyal to the interests of the Company and shareholders; not abusing their positions and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals.

4. In case of violation of the provisions of this Article and causing damage to the Company or other persons, the members of the Board of Supervisors shall take personal responsibility or jointly compensate for such damage. Income and other benefits earned by members of the Board of Supervisors as a result of violations must be reimbursed to the Company.

5. In case of detecting that any member of the Control Board commits violations in the exercise of their assigned rights and obligations, it must notify in writing to the Control Board and request the violator to stop the violation and remedy the consequences.

Article 5. Term of office and number of members of the Board of Supervisors[6]

Specified in detail in Article 56 of the Company's Charter.

Article 6. Criteria and conditions for being a member of the Board of Supervisors[7]

Specified in detail in Clause 1, Article 57 of the Company's Charter.

Article 7. Head of Supervisory Board

---

[5] Article 277 of Decree 155/2020/ND-CP
[6] Article 154 of the LOE 2020
[7] Article 155 of the LOE 2020

1. The criteria and conditions for being a member of the Head of the Board of Supervisors are specified in detail in Clause 2, Article 57 of the Company's Charter.

2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the members of the Board of Supervisors; the election, dismissal and dismissal shall be carried out on the principle of majority.

3. The rights and obligations of the Head of the Board of Supervisors are specified in detail in Clause 2, Article 55 of the Company's Charter.

Article 8. How to elect, dismiss and dismiss members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors are specified in detail in Article 58 of the Company's Charter.

2. In case the number of candidates approved by the Board of Supervisors and candidacy is still insufficient, the incumbent Supervisory Board shall recommend additional candidates. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

3. The voting for the election of members of the Board of Supervisors must be carried out by the method of cumulative voting in accordance with the provisions of the Company's Charter, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for a or several candidates. The winner of the Board of Supervisors is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members of the Board of Supervisors need to vote. In case there are 02 or more candidates with the same number of votes for the last member of the Control Board, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria of the Election Regulation.

4. The election, dismissal and dismissal of members of the Board of Supervisors shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 9. Dismissal and dismissal of members of the Board of Supervisors[8]

As detailed in Article 61 of the Company's Charter.

Article 10. Notification of election, dismissal and dismissal of members of the Board of Supervisors

1. In case the candidate of the Board of Supervisors has been identified, the Company must disclose information related to the candidates as prescribed in Article 58 and Clause 1, Article 44 of the Company's Charter.

2. The notification of the results of election, dismissal and dismissal of members of the Control Board shall comply with the provisions of the law on information disclosure.

CHAPTER III. SUPERVISORY BOARD

Article 11. Rights and obligations of the Board of Supervisors

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and administration of the Company.

2. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting.

3. Appraisal of the completeness, legality and truthfulness of the Company's business situation report, annual and 06-month financial statements, management evaluation report of the Board of Directors and submission of the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving competence of the Board of Directors or

[8] Article 160 LOE 2020

the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.

4. Review, examine and evaluate the effectiveness and effectiveness of the Company's internal control, internal audit, risk management and early warning systems.

5. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's activities when deeming it necessary or according to the resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders owning 10% or more of the total ordinary shares.

6. At the request of a shareholder or a group of shareholders owning 10% or more of the total ordinary shares, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors must report on the matters requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Board of Supervisors specified in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operation of the Company.

7. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities.

8. When detecting that a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Laws on Enterprises, it must immediately notify in writing to the Board of Directors, request the violator to stop the violation and take remedial solutions.

9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

10. Use independent consultants, the Company's Internal Audit Department to perform assigned tasks.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

12. Examine each specific issue related to the management and operation of the Company's activities at the request of shareholders.

13. Request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.

14. To replace the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Laws on Enterprises.

15. It is proposed that the Chairman of the Board of Directors must convene a meeting of the Board of Directors.

16. Considering, extracting and copying part or all of the contents of the declaration of the list of related persons and related interests declared as prescribed in Clause 1 and Clause 2, Article 164 of the Laws on Enterprises.

17. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; an approved audit organization to inspect the Company's activities when deemed necessary.

18. To be responsible to shareholders for their supervisory activities.

19. Supervising the Company's financial situation, the compliance with the law by members of the Board of Directors, General Director, and other managers in activities.

20. Ensure coordination with the Board of Directors, General Director and shareholders.

21. In case of detecting violations of the law or violations of the Company's Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take remedial measures.

22. Develop the Operation Regulation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.

23. Witness the Board of Directors organizing the counting of votes and make a record of vote counting if so requested by the Board of Directors in case of collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders.

24. The Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairman of the meeting in case the Chairman is absent or temporarily incapacitated but the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes presides over the meeting.

25. Exercise other rights and obligations specified in detail in Clause 1, Article 55 of the Company's Charter and in accordance with relevant laws (if any).

Article 12. Right to information of the Board of Supervisors

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:
   a. Notice of invitation to the meeting, the poll of members of the Board of Directors and enclosed documents;
   b. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
   c. The report of the General Director to be submitted to the Board of Directors or other documents issued by the Company.
2. Members of the Board of Supervisors have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the workplace of the Company's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, General Directors and other managers must provide complete, accurate and timely information and documents on the management, administration and business activities of the Company at the request of members of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibilities of the Board of Supervisors in convening an extraordinary General Meeting of Shareholders

1. The Board of Supervisors shall replace the Board of Directors in convening a meeting of the General Meeting of Shareholders within 30 days in the following cases:
   a. The number of remaining members of the Board of Directors and the Control Board is less than the number of members as prescribed by law;
   b. At the request of shareholders or groups of shareholders owning 10% or more of the total ordinary shares;
   c. When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders of the Control Board but the Board of Directors does not do so;
   d. Other cases as prescribed by law and the Charter (if any).
2. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for damages incurred.
3. The cost of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article will be refunded by the Company.

CHAPTER IV. SUPERVISORY BOARD MEETING

Article 14. Supervisory Board Meeting[9]

Specified in Article 60 of the Company's Charter.

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

Article 15. Minutes of the Board of Supervisors' Meeting[10]

The minutes of the Board of Supervisors meeting are detailed and clear. The recordkeeper and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors.

CHAPTER V. REPORTING AND DISCLOSURE OF BENEFITS

Article 16. Annual Report Submission

At the end of the fiscal year, the Board of Supervisors must submit to the General Meeting of Shareholders reports as prescribed in Article 85 of the Company's Charter, including:

1. Report on the Company's business results, the operating results of the Board of Directors, the General Director to be submitted to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.
2. Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors.
3. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. Summarizing the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors; results of monitoring the Company's operation and financial situation.
5. Report on the evaluation of transactions between the Company, subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital with members of the Board of Directors, the General Director and related persons of such members; transactions between the Company and the Company in which the members of the Board of Directors are founding members or managers of the enterprise in the last 03 years before the time of transaction.
6. Results of supervision of the Board of Directors, the General Director and other business executives.
7. The results of the evaluation of the coordination of activities between the Board of Supervisors and the Board of Directors, the General Director and shareholders.
8. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; an approved audit organization to inspect the Company's activities when deemed necessary.

Article 17. Remuneration, bonuses and other benefits of members of the Board of Supervisors

As detailed in Article 62 of the Company's Charter.

Article 18. Disclosure of related benefits

As detailed in Article 69 of the Company's Charter.

CHAPTER VI. RELATIONSHIP OF THE BOARD OF SUPERVISORS

Article 19. Relationship between members of the Board of Supervisors

1. The members of the Board of Supervisors have an independent relationship, are not dependent on each other but have coordination and collaboration in common work to ensure the good performance of the responsibilities, rights and duties of the Board of Supervisors in accordance with the law and the Company's Charter. The Head of the Board of Supervisors is the person who coordinates the general work of the Board of Supervisors but does not have the right to control the members of the Board of Supervisors.

Article 20. Relationship with the Executive Board

The Board of Supervisors has an independent relationship with the Executive Board, which is

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

the unit that supervises the activities of the Executive Board.

Article 21. Relationship with the Board of Directors

The Board of Supervisors has an independent relationship with the Board of Directors of the Company, which is the unit that performs the function of supervising the activities of the Board of Directors.

CHAPTER VII. IMPLEMENTATION PROVISIONS

Article 22. Enforcement effect

1. This Regulation of Operation of the Board of Supervisors takes effect from 22/04/2026 and replaces the Regulation of Operation of the Board of Supervisors which was previously approved on 11/03/2022.
2. After being approved by the General Meeting of Shareholders, the amendment, supplementation, replacement or annulment of this Regulation on Operation of the Board of Supervisors shall be decided by the Board of Supervisors according to its competence and in accordance with the provisions of law and the Company's Charter.
3. In case the provisions of the law or the Company's Charter related to the operation of the Board of Supervisors have not been mentioned in the Regulation on operation of this Supervisory Board or in case there is a discrepancy between the provisions of the Regulations on the Operations of this Supervisory Board and the provisions of law or the Company's Charter, the provisions of the law and/or the Company's Charter shall apply.

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD OF SUPERVISORS

TIEN PHONG SECURITIES CORPORATION

No. 06/2026/TTr-TPS.HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, April 10, 2026

PROPOSAL

(Re: Election of members of the Board of Directors, members of the Board of Supervisors for the term 2026-2031)

***To*: General Meeting of Shareholders**

Tien Phong Securities Corporation (the "**Company**" or "**TPS**")

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;*
- *Pursuant to the Company's Charter of Organization and Operation (the "**Charter**");*
- *Based on the results of nomination and candidacy for members of the Board of Directors and members of the Board of Supervisors according to Notice No. 02/2026/TPS-TBCD dated 30/03/2026;*
- *Based on the results of verification of candidate dossiers;*

The term of the Board of Directors and the Board of Supervisors for the term 2021-2026 will end on the date of the 2026 Annual General Meeting of Shareholders.

In order to implement the election work to ensure compliance with the provisions of the law and the Charter, the Board of Directors has issued Notice No. 02/2026/TPS-TBCD dated 30/03/2026 to shareholders on the nomination and candidacy of members of the Board of Directors and members of the Board of Supervisors for the term 2026-2031; which specifies the number of members expected to be elected, and the conditions and standards that need to be met for each title, as a basis for shareholders to exercise their right to nominate and stand for election as prescribed.

By the end of April 10, 2026, after the end of the deadline for receiving nomination and candidacy dossiers, the Board of Directors held a meeting to consider, appraise and approve the list of candidates to submit to the General Meeting of Shareholders for consideration and election of members of the Board of Directors and members of the Board of Supervisors of the Company for the term 2026-2031.

Accordingly, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. Term of office member of the Board of Directors, member of the Board of Supervisors

The term of office of members of the Board of Directors and the term of office of members of the Board of Supervisors is expected to be **05 (five) years** (2026-2031) and is calculated starting from the effective date of the Resolution of the Annual General Meeting of Shareholders in 2026 on the election of members of the Board of Directors and members of the Board of Supervisors for the new term.

2. Number and structure of members of the Board of Directors, members of the Board of Supervisors

- The Board of Directors for the term 2026-2031 is expected to consist of **05 (five)** members, including at least **01 (one)** independent member of the Board of Directors and at least **01 (one)** non-executive member of the Board of Directors.

- The Board of Supervisors for the term 2026-2031 is expected to consist of **03 (three)** members.

3. Criteria and conditions for being a member of the Board of Directors, a member of the Board of Supervisors

- Meet the criteria and conditions for being a member of the Board of Directors, an independent member of the Board of Directors, a member of the Control Board as prescribed in Articles 43 and 57 of the Charter.

4. List of candidates expected to be submitted to the General Meeting of Shareholders for consideration and election as members of the Board of Directors and members of the Board of Supervisors

a. List of candidates for members of the Board of Directors:

No.	Candidate's full name	Expected titles
1	(Mr.) Nguyen Hong Quan	Board Members
2	(Mrs.) Pham Thi Huyen Trang	Board Members
3	(Mrs.) Dang Thi Bich Thuy	Board Members
4	(Mr.) Tran Quang Huy	Board Members
5	(Mrs.) Dang Thi Huong Lan	Independent Member of the Board of Directors

b. List of candidates for members of the Board of Supervisors:

No.	Candidate's full name	Expected titles
1	(Mrs.) Nguyen Thi Ngoc Tu	Member of the Board of Supervisors
2	(Mrs.) Ngo Thi Le Thanh	Member of the Board of Supervisors
3	(Ms.) Nguyen Thi Phuong Thuy	Member of the Board of Supervisors

(*Summary information about the candidates attached to the Proposal*)

5. Election rules and regulations

Comply with the draft Regulation on Election of members of the Board of Directors and members of the Board of Supervisors for the term 2026-2031 attached to this Proposal.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

(*signed and sealed*)

NGUYEN HONG QUAN

Recipients:
- As above;
- BoS (for information);
- Archived at the Office of the BoD.

SUMMARY INFORMATION OF CANDIDATES
FOR THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS
TERM 2026–2031

I. List of candidates expected to be elected as members of the Board of Directors for the term 2026-2031

1. (Mr.) Nguyen Hong Quan - Expected title: Member of the Board of Directors for the term 2026-2031

- Date of birth: 21/02/1968.
- Educational qualification: Master of Business Administration.
- Working experience: Mr. Quan has more than 20 years of experience in the banking and finance sector. He has held several senior leadership positions at reputable organizations, including Deputy Chief Executive Officer and Head of Risk Management Division at Tien Phong Commercial Joint Stock Bank; Acting Chief Executive Officer, and previously Deputy Chief Executive Officer in charge of Capital, Investment and Analytics at An Binh Securities Joint Stock Company; Expert and Project Manager at the Ministry of Science and Technology; Market and Liquidity Risk Management Director and Deputy Head of Internal Compliance at Citibank.

  Mr. Quan was elected to the Board of Directors of TPS for the 2021-2026 term in June 2025 and is currently serving as Chairman of the Board of Directors of TPS. In addition, Mr. Quan is also Chairman of the Board of Directors of Tien Phong Digital Asset Technology Joint Stock Company.

2. (Mrs.) Pham Thi Huyen Trang - Expected title: Member of the Board of Directors for the term 2026-2031

- Date of birth: 16/09/1989.
- Educational qualification: Bachelor of Accounting - Auditing.
- Working experience: Mrs. Trang has more than 15 years of experience in the banking and finance sector, with extensive expertise in risk management. She has a long-standing career at Tien Phong Commercial Joint Stock Bank, where she has held various positions ranging from professional to senior management roles within the Risk Management Division. Throughout her career, she has directly contributed to developing and enhancing the risk management framework, establishing control mechanisms and policies, supervising the bank's key risks, and participating in the management of units within the Risk Management Division.

  Mrs. Trang was elected to the Board of Directors of TPS for the 2021-2026 term in April 2024 and is currently serving as Vice Chairwoman of the Board of Directors of TPS.

3. (Ms.) Dang Thi Bich Thuy - Expected title: Member of the Board of Directors for the term 2026-2031

- Date of birth: 12/11/1971.
- Educational qualification: Bachelor of Banking.

  Working experience: Mrs. Bich Thuy has more than 20 years of experience in the banking and securities sectors. She has held various management and executive positions at organizations such as Hanoi Building Commercial Joint Stock Bank (Habubank), Tien Phong Commercial Joint Stock Bank, and An

Binh Commercial Joint Stock Bank. Throughout her career, she has accumulated extensive experience in business operations management, finance, and credit activities, as well as participated in risk control and the management of business units within financial institutions.

Currently, Mrs. Bich Thuy serves as Investment Director and Head of the Hanoi Office at TPS, where she is involved in managing investment activities and overall operations of TPS. She was elected to the Board of Directors of TPS for the 2021-2026 term in June 2025.

4. (Mr.) Tran Quang Huy - Expected title: Member of the Board of Directors for the term 2026-2031

- Date of birth: 22/07/1984.
- Educational qualification: Bachelor of Systems Management.
- Working experience: Mr. Huy has more than 15 years of experience in systems management and operations across various organizations. He previously worked at FPT and VPBank, where he held positions related to quality systems management and network management, thereby gaining extensive experience in designing, standardizing, and optimizing operational processes at a system-wide scale.

  Currently, Mr. Huy serves as Deputy Head of the Operations Division at Tien Phong Commercial Joint Stock Bank, where he is directly involved in managing and coordinating operational activities; developing and improving internal processes; strengthening control mechanisms; and enhancing the overall operational efficiency of the bank. He was elected to the Board of Directors of TPS for the 2021-2026 term in June 2025.

5. (Ms.) Dang Thi Huong Lan - Expected Title: Independent Member of the Board of Directors for the term 2026-2031

- Date of birth: 31/07/1983.
- Educational qualification: Bachelor of International Economics.
- Working experience: Ms. Lan has more than 18 years of experience in the banking and finance sector. Throughout her career, she has held various management and executive positions at reputable organizations such as Tien Phong Commercial Joint Stock Bank, Sacombank, Military Commercial Joint Stock Bank (MB), and Rong Viet Securities Joint Stock Company. Her experience in these institutions has enabled her to build a solid foundation in financial management; develop and implement internal control mechanisms; manage risks; and enhance the operational efficiency of financial institutions.

  Mrs. Lan is well-positioned to contribute objectively and effectively to the governance, supervision, and strategic direction of securities companies.

II. List of candidates expected to be elected as members of the Board of Supervisors for the term 2026-2031

1. (Mrs.) Nguyen Thi Ngoc Tu - Expected title: Member of the Board of Supervisors for the term 2026-2031

- Date of birth: 24/05/1982.
- Educational qualification: Bachelor of Accounting - Auditing.
- Working experience: Mrs. Tu has more than 20 years of experience in financial and accounting management. She has been working at Tien Phong

Commercial Joint Stock Bank since 2010 and is currently serving as Deputy Head of the Finance Division, responsible for managing financial operations, developing management reporting systems, and providing financial information to support the bank's management and decision-making activities.

Previously, Mrs. Tu held the position of Accounting Officer at Akzo Nobel Coatings Vietnam Co., Ltd. and worked at Thang Long Auditing Joint Stock Company, thereby building a solid professional foundation in accounting, auditing, and corporate financial management.

With professional and practical experience, Mrs. Tu fully meets the qualifications to participate in inspection and supervision activities as a member of the Board of Supervisors at TPS.

2. **(Mrs.) Ngo Thi Le Thanh - Expected title: Member of the Board of Supervisors for the term 2026-2031**

- Date of birth: 05/07/1982.
- Educational qualification: Bachelor of Business Administration.
- Working experience: Mrs. Thanh has nearly 20 years of experience in the banking and securities sectors. She is currently working at TPS as Head of Research, responsible for market and corporate research and analysis, supporting the investment and business activities of TPS.

  Previously, Ms. Thanh held management positions in credit risk management at Vietnam International Commercial Joint Stock Bank (VIB), where she contributed to developing credit risk identification systems and credit quality control frameworks. She also gained experience in operational supervision at Lien Viet Post Joint Stock Commercial Bank (LPBank), as well as in customer relationship and credit activities at Dai A Commercial Joint Stock Bank.

  Mrs. Thanh was elected to the Board of Supervisors of TPS for the term 2021-2026 from March 2022.

3. **(Ms.) Nguyen Thi Phuong Thuy - Expected title: Member of the Board of Supervisors for the term 2026-2031**

- Date of birth: 26/09/1995.
- Educational qualification: Master of Finance - Accounting.
- Working experience: Ms. Phuong Thuy has more than 5 years of experience in the banking and finance sector, with expertise in risk management and treasury operations. She is currently working at Tien Phong Commercial Joint Stock Bank, where she is involved in risk management activities in banking operations.

  Previously, Ms. Phuong Thuy worked at An Binh Commercial Joint Stock Bank in the areas of money market business and institutional client relationship management, thereby gaining experience in the money market, treasury management, and financial operations.

  Ms. Phuong Thuy was elected to the Board of Supervisors of TPS for the term 2021-2026 from June 2025.

TIEN PHONG SECURITIES CORPORATION

No.: QCBC/DHDCDTN/2026

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh City, ... 2026

ELECTION REGULATIONS

MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS TERM 2026-2031

(*at the 2026 Annual General Meeting of Shareholders*)

- *Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;*
- *Pursuant to the Charter of organization and operation of Tien Phong Securities Corporation ("**Charter**");*

At the 2026 Annual General Meeting of Shareholders of Tien Phong Securities Corporation ("the **Company**" or "**TPS**"), the General Meeting of Shareholders elects members of the Board of Directors and members of the Board of Supervisors for the term 2026-2031 according to this Election Regulations.

Article 1. Principles and subjects of elections

1. Election principles:
   a. The election complies with the provisions of current law, the Charter and Election Regulations in order to ensure the principles of openness, democracy and protect the legitimate interests of all shareholders;
   b. The election is conducted by the method of cumulative voting and secret ballot.
2. Subjects entitled to conduct elections: All shareholders owning voting shares of the Company according to the List of securities holders entitled to attend the 2026 Annual General Meeting of Shareholders closed by VSDC on **March 20, 2026** or a person duly authorized by shareholders to attend the meeting.

Article 2. Term of office, number, structure, criteria and conditions for being a member of the Board of Directors and a member of the Board of Supervisors

1. Term of office member of the Board of Directors, member of the Board of Supervisors

   The term of office of members of the Board of Directors according to the term of office of the Board of Directors and the term of office of members of the Board of Supervisors according to the term of office of the Board of Supervisors is expected to be **05 (five) years** (2026-2031).

2. Number and structure of members of the Board of Directors, members of the Board of Supervisors
   - The Board of Directors for the term 2026-2031 is expected to consist of **05 (five)** members, including at least **01 (one)** independent member of the Board of Directors and at least **01 (one)** non-executive member of the Board of Directors.
   - The Board of Supervisors for the term 2026-2031 is expected to consist of **03 (three)** members.
3. Criteria and conditions for being a member of the Board of Directors, a member of the Board of Supervisors

- Meet the criteria and conditions for being a member of the Board of Directors, an independent member of the Board of Directors, a member of the Board of Supervisors as prescribed in Articles 43 and 57 of the Charter.

Article 3. Nomination and candidacy for members of the Board of Directors, members of the Board of Supervisors

The nomination and nomination of members of the Board of Directors and members of the Board of Supervisors shall be carried out in accordance with the Company's Notice No. 02/2026/TPS-TBCD dated 30/03/2026 on the nomination and nomination of members of the Board of Directors and members of the Board of Supervisors for the term 2026-2031.

Article 4. List of candidates

The official list of candidates will be announced and submitted to the General Meeting of Shareholders for approval before electing members of the Board of Directors and members of the Board of Supervisors for the term 2026-2031 at the Annual General Meeting of Shareholders in 2026, on the basis of the dossiers of the nominated candidates. valid candidates and candidates recommended by the incumbent Board of Directors and/or the Board of Supervisors (if necessary).

Article 5. Election Format

1. The election of members of the Board of Directors and members of the Board of Supervisors shall be carried out by the method of cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of ordinary shares with voting rights owned by shareholders multiplied by the number of members of the Board of Directors and members of the Board of Supervisors that need to be elected.
2. Shareholders have the right to pool all or part of their total votes to one or several candidates.
3. In case a shareholder does not use up his or her total votes, the unused votes shall not be counted for any candidate.

Article 6. Forms of conducting elections

1. Election card: Each shareholder is entitled to receive 01 (one) election card issued by the Organizing Committee of the General Meeting. The election card shows the following information: Each shareholder will receive 01 (one) "**Election card**", on which the name of the shareholder/representative of the shareholder, the number of the election card, the total number of ordinary shares with voting rights, the number of members of the Board of Directors, etc members of the Board of Supervisors who need to be elected, the total number of votes (determined by multiplying the total number of voting shares by the number of members of the Board of Directors and members of the Board of Supervisors who need to be elected), the list of candidates (arranged in alphabetical Vietnamese); and affixed with the Company's seal.

   - Name of shareholder/representative;
   - Election card number;
   - Total number of ordinary shares with voting rights;
   - The number of members of the Board of Directors and the Board of Supervisors that need to be elected;
   - The total number of votes of shareholders (determined by multiplying the total number of voting shares by the number of members of the Board of Directors and members of the Board of Supervisors who need to be elected);

- List of candidates.

2. How to record the election card: Shareholders shall vote by one of the following two methods:

   a. Write a specific number of votes in the corresponding box(s) with the names of the candidate(s): Shareholders have the right to use all or part of their total votes to vote for one or more candidates. Shareholders write the specific number of votes that shareholders vote for the candidate in the corresponding box with the candidate's name. The total number of votes voted by shareholders for the candidate(s) must not exceed the total number of votes cast by shareholders; or

   b. Mark "X" in the corresponding box(s) with the name of the candidate(s): Shareholders have the right to mark "X" in one or more boxes to vote for one or more candidates. The number of votes voted by shareholders for each candidate will be equal to the total number of votes cast by shareholders divided equally by the number of candidate(s) elected by shareholders, the number of votes will be rounded down to the unit row.

   In case of incorrect entry, shareholders may request the Organizing Committee of the General Meeting to support the replacement of another election card for recording (only when the election card has not been put in the ballot box).

3. Election Card Regulations:

   a. A valid election card is an election card that meets all of the following conditions:

      (i) Election cards issued by the Organizing Committee of the Congress (according to the form and with the Company's seal);

      (ii) Election cards with full information and signatures of shareholders/representatives of shareholders;

      (iii) The election card is not torn, erased, or modified; do not write any additional contents/symbols other than the emitted sample;

      (iv) The Election Card has the total number of votes cast for the candidate(s) equal to or lower than the total number of votes indicated on the Election Card.

   b. An invalid election card is an election card in one of the following cases:

      (i) The election card does not fully meet the conditions specified at Point a above;

      (ii) Election cards must not be voted by shareholders by one of two methods of recording election cards in accordance with the Election Regulations;

      (iii) Ballot cards must not be placed in the ballot box and/or submitted after voting has ended and the ballot box has been sealed.

      Invalid voter cards are not counted in the election results.

Article 7. Voting and vote counting principles

1. Voting is commenced from the time the voting order is issued and ends when the last shareholder votes in the ballot box or after a certain voting period instructed/notified by the Organizing Committee of the General Meeting, whichever comes first.

2. After the end of voting, the ballot box will be sealed in the presence of the General Meeting of Shareholders.

3. The counting of votes must be conducted immediately after the voting and sealing of the ballot box is completed.

4. The Vote Counting Board shall count the votes under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company.

5. The Vote Counting Committee may use electronic technical means and technical experts to assist in counting votes.

Article 8. Principles of election

1. The winner is determined according to the number of votes from high to low until the number of members of the Board of Directors and members of the Board of Supervisors need to be elected.

2. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes.

Article 9. Preparation and publication of vote counting minutes

1. After completing the vote counting, the Vote Counting Board must make a written record of vote counting.

2. The full text of the vote counting record must be read/announced by the Chairman or the person assigned by the Chairman before the General Meeting of Shareholders.

Article 10. Complaints and complaint handling

Complaints arising in connection with the election at the General Meeting of Shareholders will be resolved by the Chairman and recorded in the Minutes of the General Meeting of Shareholders.

Article 11. Implementation provisions

1. Shareholders attending the General Meeting of Shareholders must strictly abide by this Election Regulations. Shareholders who violate this Election Regulations shall, depending on the specific severity of their violations, the Chairman shall consider and apply the form of handling in accordance with the provisions of law and the Charter.

2. This Election Regulations consists of 11 (eleven) Articles and takes effect as soon as it is voted and approved by the General Meeting of Shareholders at the General Meeting of Shareholders.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS
CHAIRING THE MEETING