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COMPANY CHARTER

BAO MINH SECURITIES COMPANY

Ho Chi Minh City, June 24th 2026

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INTRODUCTION

This Charter was adopted pursuant to Resolution No. 50/2026-BMSC/NQ-HĐQT of the Board of Directors dated June 24, 2026.

CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms.

1.1. In this *Company Charter*, the following terms shall have the meanings ascribed to them below

a) "Company" means Bao Minh Securities Company;

b) "Charter capital" means the total par value of shares that have been sold or are registered for subscription upon establishment of the joint stock company and as provided in Article 8 of this *Company Charter;*

c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) "Law on Securities" means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

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

f) "Date of establishment" means the date on which the Company is first issued its License for Establishment and Operation;

g) "Executives of the Company" means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors;

h) "Managers of the Company" means persons managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, members of the Board of General Directors, and individuals holding other managerial positions appointed by the Board of Directors;

i) "Related person" means an individual or organization as defined in Clause 46 Article 4 of the Law on Securities;

j) "Shareholder" means any individual or organization owning at least one (01) share of the Company;

k) "Founding shareholder" means a shareholder who owns at least one (01) ordinary

share and signs the list of founding shareholders of the Company;

l) "Major shareholder" means a shareholder as defined in Clause 18 Article 4 of the Law on Securities;

m) "Term of operation" means the period of operation of the Company as prescribed in *Article 2 of this Company Charter* and any extension thereof (if any) approved by the General Meeting of Shareholders of the Company;

n) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

1.2. In this *Company Charter*, any reference to one (01) or more provisions or instruments shall include any amendments, supplements or replacements thereto.

1.3. The headings (*Chapters* and *Articles* of this *Company Charter*) are used for ease of reference only and shall not affect the contents of this Company Charter.

CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND THE COMPANY'S LEGAL REPRESENTATIVE

Article 2. Name, form, head office, branches, representative offices, business locations, and term of operation of the Company.

2.1. Name of the Company:

a) Vietnamese name of the Company: Công ty Cổ phần Chứng khoán Bảo Minh;

b) Foreign name of the Company: Bao Minh Securities Company;

c) Abbreviated name of the Company: BMSC.

2.2. The Company is a joint stock company having legal status in accordance with the prevailing laws of Vietnam.

2.3. Registered head office of the Company:

a) Head office address: Ground Floor and Floors 1, 2, 3, and 4, BMS Building, No. 34A Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City;

b) Telephone: 028 7306 8686;

c) Fax: 028 3824 7436;

d) E-mail: *info@bmsc.com.vn;*

e) Website: *https://www.bmsc.com.vn/.*

2.4. Operational network:

a) The Company may establish branches and representative offices in business locations to carry out the operational objectives of the Company in accordance with resolutions of the Board of Directors and within the limits permitted by law;

b) Branches, transaction offices, and representative offices are units under the Company, and the Company shall be fully responsible for all activities of its branches, transaction offices, and representative offices;

c) The Company may only conduct securities business and provide securities services at the locations of its head office, branches, and transaction offices that have been approved by the State Securities Commission;

d) The names of branches, transaction offices, and representative offices must include the Company's name together with the words "branch," "transaction office," or "representative office," and a specific distinguishing name.

2.5. Term of operation: Unless terminated earlier in accordance with *Clause 57.2 Article 57 of this Company Charter*, the term of operation of the Company shall be indefinite from the date of establishment.

2.6. License for Establishment and Operation No. 90/UBCK-GP, first issued by the State Securities Commission on April 21, 2008.

Article 3. Legal representative of the Company.

3.1. The Company has one (01) legal representative, who is the General Director.

3.2. The legal representative of the Company must reside in Vietnam. When leaving Vietnam, the legal representative must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative shall continue to be responsible for the exercise of the authorized rights and obligations.

3.3. If the authorization period under *Clause 3.2 of this Article* expires and the legal representative of the Company has not returned to Vietnam and has not provided another authorization, the authorized person shall continue exercising the rights and obligations of the legal representative until the legal representative returns to work at the Company or until the Board of Directors appoints another person to act as the legal representative.

3.4. If the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and obligations of the legal representative, or if the legal representative dies, is missing, is being criminally

prosecuted, is held in custody, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory rehabilitation establishment or compulsory education establishment, is restricted or loses civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or practicing certain professions, the Board of Directors shall appoint another person to act as the legal representative of the Company.

3.5. Courts and other competent authorities conducting legal proceedings have the right to appoint the legal representative to participate in the proceedings in accordance with the law.

3.6. Rights and obligations of the legal representative.

a) Represent the Company in performing rights and obligations arising from the Company's transactions; represent the Company as the petitioner in civil matters, plaintiff, defendant, person with related rights and obligations before Arbitration, Courts, and in other rights and obligations as prescribed by law;

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

c) Be loyal to the interests of the Company; not abuse his/her position and authority, nor use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of another organization or individual;

d) Promptly, fully, and accurately notify the Company of enterprises in which he/she or his/her related persons own shares or capital contributions in accordance with the Law on Enterprises;

e) Exercise other rights and fulfill other obligations prescribed by law, this Company Charter, and the Company's internal regulations.

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

Article 4. Operational objectives of the Company.

4.1. Business lines of the Company:

a) The licensed securities business operations of the Company include:

(i) Securities brokerage;

(ii) Securities proprietary trading;

(iii) Securities underwriting;

(iv) Securities investment advisory;

b) Receiving entrustment for the management of individual investors' securities trading accounts; performing distribution or acting as a distribution agent for securities; managing securities trading accounts; providing shareholder registry services for other enterprises;

c) Providing online securities trading services; providing, or coordinating with credit institutions to provide, services for clients to borrow funds to purchase securities or securities lending services; providing, or coordinating with credit institutions to provide, advance payment services for proceeds from securities sales; securities depository services; securities clearing and settlement; services on the derivatives securities market;

d) Securities trading in the proprietary trading account and investing, contributing capital, issuing and offering financial products;

e) Providing advisory services for securities offering dossiers, conducting pre-offering procedures; acting as an agent for depository, payment, and transfer of securities; advising on restructuring, merger, consolidation, reorganization and acquisition of enterprises; corporate governance advisory, corporate strategic consulting; advisory services for securities offering, listing and registration for securities trading; advisory services for enterprise equitization;

f) Providing clients with analysis results, analytical reports, and recommendations relating to the purchase, sale, and holding of securities.

4.2. In addition to the services specified in *Clause 4.1 of this Article*, the Company may only provide other financial services in accordance with the law after reporting in writing to the State Securities Commission.

4.3. The Company may add or remove one or several business operations specified in *Clause 4.1 of this Article* after obtaining approval from the State Securities Commission.

4.4. Operational objectives of the Company: To mobilize and use capital effectively in order to achieve maximum profit; create employment for employees; increase returns for shareholders; contribute to the State budget; and promote the sustainable development and growth of the Company

Article 5. Business scope and operations of the Company.

The Company is permitted to conduct business in the sectors specified in *this Charter* that have

been registered, reported for changes with the business registration authority, and publicly disclosed on the National Business Registration Portal. In addition, the Company must satisfy all business conditions prescribed under securities laws.

Article 6. Principles of corporate governance and administration of the Company.

6.1. Comply with the provisions of *the Law on Securities, the Law on Enterprises, the Company Charter*, and other relevant laws on corporate governance.

6.2. Clearly define the responsibilities among the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the Board of General Directors in accordance with *the Law on Securities, the Law on Enterprises*, and other relevant laws.

6.3. Establish a communication system with shareholders to ensure full provision of information and fair treatment among shareholders, and to protect the lawful rights and interests of shareholders.

6.4. Establish an internal control system, risk management system, and monitoring mechanisms to prevent conflicts of interest within the Company and in transactions with related persons.

6.5. Ensure that employees working in professional business departments hold securities practice certificates appropriate for the operations they perform in accordance with securities laws and the securities market.

Article 7. Principles for the Company's professional operations.

When conducting professional operations, the Company must ensure the following principles:

7.1. Issue operational procedures for each type of business operation.

7.2. Issue a code of professional ethics.

7.3. The Company and its employees must not make investments on behalf of clients, except in cases of entrusted management of individual investors' securities trading accounts in accordance with *Article 19 of Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Minister of Finance on the operations of securities companies*.

7.4. Be honest with clients; not infringe upon clients' assets or other lawful rights and interests. Manage clients' assets separately from one another and separately from the Company's assets.

7.5. Enter into contracts with clients when providing services to them; provide full and honest information to clients.

7.6. Unless otherwise provided by law, when providing services to clients, the Company

must not directly or indirectly engage in the following acts:

a) Making securities investment decisions on behalf of clients;

b) Agreeing with clients to share profits or losses;

c) Advertising or claiming that the contents, effectiveness, or methods of the Company's securities analysis are superior to those of other securities companies;

d) Providing false information to entice or solicit clients to buy or sell any securities;

e) Providing misleading, fraudulent, or deceptive information to clients;

f) Other acts contrary to the law.

7.7. Implement accounting, auditing, statistical, and financial obligations in accordance with the law.

7.8. Disclose information and make reports fully, accurately, and in a timely manner in accordance with the law.

7.9. Develop information technology systems and backup databases to ensure safe and continuous operations.

7.10. Conduct securities transaction supervision as prescribed by the Minister of Finance.

7.11. Establish a specialized department responsible for communicating with clients and resolving their inquiries and complaints.

7.12. Perform other obligations as prescribed by securities laws and other relevant laws.

CHAPTER IV. CHARTER CAPITAL AND SHARES

Article 8. Charter capital and shares.

8.1. The charter capital of the Company is VND 2,151,480,360,000 (in words: Two trillion one hundred fifty-one billion four hundred eighty million three hundred sixty thousand Vietnamese dong).).

The total charter capital of the Company is divided into 215,148,036 shares with a par value of VND 10,000 per share, of which:

a) Ordinary shares: 215,148,036 shares

b) The Company has not issued any preference shares.

8.2. The Company may change its charter capital upon approval of the General Meeting of Shareholders and in accordance with the law.

8.3. As of the date of adoption of *this Company Charter*, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each type of shares are provided in *Articles 13 and 14 of this Company Charter*.

8.4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the law.

8.5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

8.6. The Company may repurchase its issued shares in the manners provided in *this Company Charter* and applicable law.

8.7. The Company may issue other types of securities in accordance with the law.

Article 9. Stock certificates.

9.1. Shareholders of the Company shall be issued stock certificates corresponding to the number and type of shares they own.

9.2. A stock certificate is a type of security that certifies the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. A stock certificate must contain all information required under *Clause 1, Article 121 of the Law on Enterprises*.

9.3. Within five (05) working days from the date of submitting a complete application for transfer of share ownership in accordance with the Company's regulations, or within five (05) working days from the date of full payment for the shares under the Company's share issuance plan (or within another timeline under the applicable issuance terms), the shareholder shall be issued a stock certificate. The shareholder shall not be required to pay the Company for the printing cost of the stock certificate.

9.4. If a stock certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a stock certificate upon request. The shareholder's request must include:

a) Information regarding the stock certificate that was lost, damaged, or destroyed;

b) A commitment to be responsible for any disputes arising from the reissuance of the new stock certificate.

Article 10. Other securities certificates.

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the Company's seal.

Article 11. Transfer of shares.

11.1. All shares shall be freely transferable unless otherwise provided in *this Company Charter* or by law. Listed or registered stocks traded on the Stock Exchange may be transferred in accordance with securities laws and securities market regulations.

11.2. Shares that have not been fully paid for may not be transferred and shall not entitle their holder to related rights such as dividend entitlement, entitlement to stocks issued from owners' equity, the right to subscribe to newly offered stocks, and other lawful rights.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 12. Organizational structure, governance and control.

The Company is organized, managed, and operated under the organizational model specified at *Point a), Clause 1, Article 137 of the Law on Enterprises*. The organizational structure for management, governance, and control of the Company includes the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the General Director.

CHAPTER VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders.

13.1. Ordinary shareholders shall have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in another form permitted under *the Company Charter* and the law. Each ordinary share carries one (01) voting right;

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

c) To be given priority to subscribe for new shares in proportion to their respective ownership of ordinary shares in the Company;

d) To freely transfer their shares to others, unless otherwise provided by relevant laws;

e) To review, inspect, and extract information on names and contact addresses in the

list of shareholders entitled to vote; and to request correction of inaccurate information about themselves;

f) To review, inspect, extract, or copy *the Company Charter*, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Company;

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

i) To be treated equally. Each share of the same class confers equal rights, obligations, and interests upon its holder. Where the Company issues preference shares, the rights and obligations attached to each class of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have full access to periodic and extraordinary disclosures of information made by the Company in accordance with law;

k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as prescribed in the *Law on Enterprises*;

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

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

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with *Clause 3 Article 115 and Article 140 of the Law on Enterprises*;

b) To review, inspect, extract minutes and resolutions/decisions of the Board of Directors; semi-annual and annual financial statements; reports of the Board of Supervisors; contracts and transactions required to be approved by the Board of Directors; and other documents, except those relating to the Company's trade secrets or business secrets;

c) To request the Board of Supervisors to examine specific issues relating to the management and administration of the Company when deemed necessary. The request must be made in writing and must include the following information: full name, contact address, nationality, and legal document number of the shareholder being an individual; name, enterprise identification number or legal document

number, and head office address of the shareholder being an organization; number of shares and the time of share registration of each shareholder; total shares held by the group of shareholders and their ownership percentage in the Company; the matters to be examined and the purpose of the examination;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares owned, and the proposed matter to be included in the agenda;

e) Other rights as prescribed by law and *this Company Charter*.

13.3. A shareholder or group of shareholders owning ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination process for the Board of Directors and the Board of Supervisors is as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the grouping to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholder or group of shareholders is fewer than the number they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders;

c) Other rights as prescribed by law and *this Company Charter*.

Article 14. Obligations of shareholders.

14.1. Ordinary shareholders shall have the following obligations:

a) To fully and punctually pay for the shares they have committed to purchase;

b) Not to withdraw the contributed capital represented by ordinary shares from the Company in any form, except where the shares are repurchased by the Company or purchased by another person. If a shareholder withdraws part or all of the contributed share capital contrary to this provision, such shareholder and any related persons in

the Company shall be jointly liable for the debts and other financial obligations of the Company within the scope of the withdrawn share value and any resulting damages;

c) To comply with *the Company Charter and the Company's internal management regulations*;

d) To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

e) To keep confidential the information provided by the Company as prescribed in *the Company Charter* and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy, or send such information to any other organization or individual;

f) To attend the General Meeting of Shareholders and exercise voting rights through the following methods:

(i) Attending and voting directly at the meeting;

(ii) Authorizing another individual or organization to attend and vote at the meeting;

(iii) Attending and voting through online meetings, electronic voting, or other electronic forms;

(iv) Sending voting ballots to the meeting by mail, fax, or e-mail;

(v) Sending voting ballots by any other means permitted by law;

g) To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:

(i) Violating the law;

(ii) Conducting business or other transactions for personal gain or for the benefit of another organization or individual;

(iii) Paying undue debts before maturity in circumstances that may cause financial risks to the Company;

h) To fulfill other obligations in accordance with applicable laws.

14.2. Shareholders must comply with *Points c) and d), Clause 2, Article 74 of the Law on Securities*.

14.3. A shareholder owning ten percent (10%) or more of the Company's charter capital must not abuse their dominant position to cause harm to the rights and interests of the

Company or other shareholders.

14.4. A shareholder owning ten percent (10%) or more of the Company's charter capital must fully notify the Company within twenty-four (24) hours from the time the shareholder receives information in the following cases:

a) Shares or contributed capital being frozen, pledged, or handled pursuant to a court decision;

b) The shareholder being an organization decides to change its name, or undergoes division, separation, dissolution, or bankruptcy.

Article 15. General Meeting of Shareholders.

15.1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be convened once every year and within four (04) months from the end of the financial year.

If the meeting cannot be held within the time limit above, the Board of Directors may decide to extend the convening of the Annual General Meeting of Shareholders when necessary for the interests of the Company and shall report in writing to the State Securities Commission, stating the reasons, and the Annual General Meeting of Shareholders must be held within the following two (02) months. In addition to the annual meeting, the General Meeting of Shareholders may also hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be the location where the chairman of the meeting participates and must be within the territory of Vietnam.

15.2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide matters as prescribed by law and this Company Charter, particularly the approval of the audited annual financial statements. If the auditor's report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the Company's Annual General Meeting of Shareholders.

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

a) When the Board of Directors considers it necessary for the interests of the Company;

b) When the number of remaining members of the Board of Directors or the Board of

Supervisors is less than the minimum number required by law;

c) Upon request of a shareholder or group of shareholders as prescribed in *Clause 2 Article 115 of the Law on Enterprises*. The request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and the purposes of the meeting, and must bear the signatures of all requesting shareholders, or be prepared in multiple copies with the signatures of all relevant shareholders;

d) Upon request of the Board of Supervisors;

e) Other cases prescribed by law and *this Company Charter*.

15.4. Convening extraordinary meetings of the General Meeting of Shareholders

a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors or Board of Supervisors falls under the circumstance provided in *Point b) Clause 15.3 of this Article*, or from the date of receiving the request under *Points c) and d) Clause 15.3 of this Article*;

b) If the Board of Directors does not convene the meeting as prescribed in *Point a) Clause 15.4 of this Article*, then within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with *Clause 3 Article 140 of the Law on Enterprises*;

c) If the Board of Supervisors does not convene the meeting in accordance with *Point b) Clause 15.4 of this Article*, the shareholder or group of shareholders specified in *Clause 13.2 Article 13 of this Company Charter* shall have the right to convene the General Meeting of Shareholders on behalf of the Company in accordance with *the Law on Enterprises*;

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses do not include expenses incurred by shareholders for attending the meeting, including accommodation and travel expenses;

d) Procedures for convening the General Meeting of Shareholders shall comply with *Clause 5 Article 140 of the Law on Enterprises*.

Article 16. Rights and obligations of the General Meeting of Shareholders.

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

a) To approve the development orientation of the Company;

b) To decide the classes of shares and the total number of shares of each class authorized for offering; to determine the annual dividend rate for each class of shares;

c) To elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;

d) To decide on investment in, or sale of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company;

e) To decide on amendments and supplements to *the Company Charter*;

f) To approve the audited annual financial statements;

g) To decide the repurchase of more than ten percent (10%) of the total number of issued shares of each class;

h) To review and handle violations committed by members of the Board of Directors or members of the Board of Supervisors causing damage to the Company or its shareholders;

i) To decide on reorganization or dissolution of the Company;

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

k) To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Board of Supervisors;

l) To approve the list of approved audit firms to audit the financial statements and financial safety ratio reports; to decide the approved audit firm to conduct inspections of the Company's operations; and to dismiss approved auditors when necessary.

Within the same financial year, the Company may not change the approved audit firm unless such audit firm is suspended or has its approval status revoked;

m) Other rights and obligations as prescribed by law.

16.2. The General Meeting of Shareholders shall discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;

d) The report of the Board of Supervisors on the Company's business operations and the performance of the Board of Directors and the General Director;

e) The self-assessment report on the performance of the Board of Supervisors and its members;

f) The dividend rate for each class of shares;

g) The number of members of the Board of Directors and the Board of Supervisors;

h) The election, dismissal, and removal of members of the Board of Directors and members of the Board of Supervisors;

i) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

j) The approval of the list of approved audit firms; the decision to designate an approved audit firm to conduct inspections of the Company's operations when necessary;

k) Amendments and supplements to *the Company Charter*;

l) The classes of shares and the number of new shares to be issued for each class;

m) The division, separation, consolidation, merger, or conversion of the Company;

n) The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;

o) Decisions on investment in, or sale of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company;

p) Decisions on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;

q) The Company's entry into contracts or transactions with parties specified in *Clause 1 Article 167 of the Law on Enterprises* with a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the latest financial statements;

r) Approval of the transactions specified in *Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities*;

s) Approval of the *Internal Corporate Governance Regulations, the Operating*

Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;

t) Other matters as prescribed by law and this Company Charter.

16.3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

16.4. For matters approved under previous resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. Where any changes relate to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit such changes to the General Meeting of Shareholders for approval at the nearest meeting prior to implementation.

Article 17. Authorization to attend the General Meeting of Shareholders.

17.1. A shareholder, or an authorized representative of an institutional shareholder, may directly attend the meeting or authorize one (01) or more other individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in *Clause 3 Article 144 of the Law on Enterprises*.

17.2. Authorization for an individual or organization to represent a shareholder at a meeting of the General Meeting of Shareholders under *Clause 17.1 of this Article* must be made in writing. The power of attorney must be prepared in accordance with civil law and must specify the name of the shareholder granting the authorization; the name of the authorized individual or organization; the number of shares being authorized; the contents, scope, and term of authorization; and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization when registering for attendance. In the case of sub-authorization, the person attending the meeting must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if this has not previously been registered with the Company).

17.3. Voting ballots cast by an authorized representative within the scope of authorization remain valid even if one of the following events occurs, except where:

a) The authorizing shareholder has died, has limited civil act capacity, or has lost civil act capacity;

b) The authorizing shareholder has revoked the authorization;

c) The authorizing shareholder has revoked the power given to the authorized representative.

This provision does not apply if the Company receives notice of any of the events listed in *Clause 17.3 of this Article* before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 18. Changes to rights.

18.1. Any variation or cancellation of special rights attached to a class of preference shares shall be valid only when approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a particular class of preference shares shall only be passed if approved by holders of such preference shares representing seventy-five percent (75%) or more of the total outstanding preference shares of that class present at the meeting, or, in the case of approving the resolution by written ballot, by holders of such preference shares representing seventy-five percent (75%) or more of the total outstanding preference shares of that class.

18.2. A meeting of shareholders holding a class of preference shares to approve a variation of rights shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) and representing at least one-third (1/3) of the par value of the issued shares of that class. If the required number of attendees is not met, the meeting shall be reconvened within thirty (30) days, and any shareholders holding shares of that class (regardless of the number of persons or shares they hold) who attend in person or through authorized representatives shall be considered sufficient to constitute a quorum. At such meetings of shareholders holding preference shares, the shareholders of that class who are present in person or through their authorized representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

18.3. The procedures for conducting such separate meetings shall be carried out in accordance with *Articles 20, 21 and 22 of this Company Charter*.

18.4. Unless otherwise provided in the terms of share issuance, any special rights attached to classes of preference shares relating to some or all matters concerning the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 19. Convocation, meeting agenda and notice of the General Meeting of Shareholders.

19.1. The Board of Directors shall convene the Annual General Meeting of Shareholders and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in *Clause 15.3 Article 15 of this Company Charter*.

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

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the meeting at least twenty (20) days prior to the last registration date;

b) Prepare the agenda and contents of the meeting;

c) Prepare meeting materials;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

e) Determine the time and venue of the meeting;

f) Notify and send the notice of meeting of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Perform other tasks necessary for the organization of the meeting.

19.3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's registered contact address, and shall also be published on the Company's website, and on the website of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the notice of meeting to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents relating to the matters to be voted on shall be sent to shareholders and/or posted on the Company's website. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must specify the link to all meeting materials so that shareholders may access them, including:

a) The meeting agenda and documents to be used at the meeting;

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

c) Voting ballots;

d) Draft resolutions for each matter on the agenda.

19.4. A shareholder or group of shareholders stipulated in *Clause 13.2 Article 13 of this Company Charter* has the right to propose matters to be included in the meeting agenda. The proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda.

19.5. The person convening the General Meeting of Shareholders may refuse the proposal under *Clause 19.4 of this Article* in any of the following cases:

a) The proposal is not submitted in accordance with *Clause 19.4 of this Article*;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (05%) of ordinary shares as required under *Clause 13.2 Article 13 of this Company Charter*;

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d) Other cases prescribed by law and *this Company Charter*.

19.6. The person convening the General Meeting of Shareholders must accept and include the proposals under *Clause 19.4 of this Article* in the expected agenda and contents of the meeting, except in the cases specified in *Clause 19.5 of this Article*; The proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 20. Conditions for conducting the General Meeting of Shareholders.

20.1. A General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

20.2. If the first meeting does not satisfy the conditions prescribed in *Clause 20.1 of this Article*, the notice of the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent thirty-three percent (33%) or more of the total voting shares.

20.3. If the second meeting does not satisfy the conditions prescribed in *Clause 20.2 of this*

Article, the notice of the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the shareholders attending the meeting.

Article 21. Order of proceedings and voting at the General Meeting of Shareholders.

21.1. Before opening the meeting, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend have registered, following the procedure below:

a) When registering shareholders, the Company shall issue each shareholder or authorized representative entitled to vote one (01) card and/or voting ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the corresponding number of votes;

b) Shareholders, authorized representatives of institutional shareholders, or sub-authorized representatives arriving after the meeting has commenced may register immediately and thereafter have the right to participate and vote at the meeting upon completion of registration. The chairman is not required to halt the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.

21.2. The appointment of chairman, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall act as the chairman of the meeting, or may authorize another member of the Board of Directors to act as chairman of the meeting convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one (01) of themselves to act as the meeting chairman by majority vote. If no meeting chairman can be elected, the Head of the Board of Supervisors shall conduct the procedures for the General Meeting of Shareholders to elect a chairman from among the attendees; the person receiving the highest number of votes shall act as chairman;

b) Except for the case specified in *Point a) Clause 21.2 of this Article*, the person signing the notice convening the General Meeting of Shareholders shall conduct the procedures for the General Meeting of Shareholders to elect a chairman; the person receiving the highest number of votes shall act as chairman;

c) The chairman shall appoint one (01) or several persons to act as secretaries of the

meeting;

d) The General Meeting of Shareholders shall elect one (01) or several persons to the vote counting committee as proposed by the chairman.

21.3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify and detail the time allocated for each matter.

21.4. The chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflective of the wishes of the majority of attendees.

a) Arranging seating at the meeting venue;

b) Ensuring safety for all persons present at the meeting venue;

c) Facilitating shareholders' participation (or continued participation) in the meeting. The person convening the General Meeting of Shareholders has full authority to amend such measures and apply any necessary measures. Such measures may include issuing admission cards or using other appropriate methods.

21.5. The General Meeting of Shareholders shall discuss and vote on each matter in the meeting agenda. Voting shall be conducted by voting "for," "against," or "abstain." The vote-counting results shall be announced by the chairman immediately before the closing of the meeting.

21.6. The person convening the meeting or the chairman of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo inspections or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the General Meeting of Shareholders and to expel persons who do not comply with the chairman's direction, deliberately disrupt order, hinder the proper conduct of the meeting, or fail to comply with security inspection requirements.

21.7. The chairman has the right to postpone the General Meeting of Shareholders after a sufficient number of attendees has been registered for no more than three (03) working days from the intended opening date, and may only postpone or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) The communication facilities at the meeting venue are inadequate for shareholders

to attend, discuss, and vote;

c) Attendees obstruct or disrupt the meeting, creating a risk that the meeting cannot be conducted fairly and lawfully.

21.8. If the chairman postpones or suspends the General Meeting of Shareholders contrary to *Clause 21.7 of this Article*, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman and continue conducting the meeting until its conclusion. All resolutions passed at such meetings shall remain valid.

21.9. Where the Company applies modern technology to hold the General Meeting of Shareholders via online conferencing, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic methods in accordance with *Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities*.

Article 22. Conditions for passing resolutions of the General Meeting of Shareholders.

22.1. A resolution on any of the following matters shall be approved if it receives the affirmative votes of shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases specified in *Clauses 3, 4, and 6 Article 148 of the Law on Enterprises*:

a) Classes of shares and the total number of shares of each class;

b) Changes to business lines and sectors;

c) Changes to the Company's organizational and management structure;

d) Investment projects or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company, unless the *Company Charter* provides for a different ratio or value;

e) Reorganization or dissolution of the Company.

22.2. Other resolutions shall be approved when they receive the affirmative votes of shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except for the matters specified in *Clause 22.1 of this Article* and *Clauses 3, 4, and 6 Article 148 of the Law on Enterprises*.

22.3. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares are lawful and valid even if the procedures for convening the meeting and adopting the resolution violate the provisions of the *Law on Enterprises* or *this Company Charter*.

Article 23. Authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders.

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be conducted as follows:

23.1. The Board of Directors has the authority to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including the following cases:

a) Amendment and supplementation of the Company Charter;

b) Development orientation of the Company;

c) Classes of shares and the total number of shares of each class;

d) Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;

e) Decisions on investment in, or sale of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company;

f) Reorganization or dissolution of the Company.

23.2. The Board of Directors must prepare the written voting ballots, the draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the completed ballots. The requirements and method for sending written ballots and accompanying documents shall comply with *Clause 19.3 Article 19 of this Charter*.

23.3. A written voting ballot must contain the following principal information:

a) Name, head office address, and enterprise identification number of the Company;

b) Purpose of collecting written opinions;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; or name, enterprise identification number or legal document number, head office address of the institutional shareholder; or full name, contact address, nationality, and legal document number of the individual representative of the institutional shareholder; number of shares of each class and number of voting rights of the shareholder;

d) Matters for which written opinions are sought;

e) Voting options, including "for," "against," and "abstain" for each matter;

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

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

23.4. Shareholders may send their completed written ballots to the Company via mail, fax, or email as follows:

a) If sent by mail, the completed written ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The ballot must be placed in a sealed envelope, and no one is allowed to open it before the vote counting;

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

c) Written ballots sent to the Company after the deadline specified in the ballot or those opened prematurely (for mailed ballots) or disclosed (for fax or email ballots) shall be deemed invalid. Ballots not returned shall be considered as votes not participating in the voting.

23.5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal information:

a) Name, head office address, and enterprise identification number of the Company;

b) Purpose and matters for which written opinions were collected;

c) Number of shareholders and total number of voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of ballot submission, accompanied by an appendix listing the shareholders participating in the voting;

d) Total number of votes "for," "against," and "abstain" for each matter;

e) Matters approved and the corresponding approval ratios;

f) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the honesty and accuracy of the vote-counting minutes, and jointly liable for damages arising from resolutions passed due to dishonest or inaccurate vote counting.

23.6. The vote-counting minutes and the resolution must be sent to shareholders within fifteen (15) days from the date the vote counting is completed. The sending of the vote-counting minutes and the resolution may be replaced by publishing them on the Company's website within twenty-four (24) hours from the time the vote counting is completed.

23.7. The completed written ballots, vote-counting minutes, adopted resolutions, and all documents attached to the written ballots must be kept at the Company's head office.

23.8. A resolution adopted by written ballot shall be passed if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and it shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 24. Resolutions and minutes of the General Meeting of Shareholders.

24.1. A General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must include the following principal details:

a) Name, head office address, and enterprise identification number of the Company;

b) The time and venue of the General Meeting of Shareholders;

c) The meeting agenda and contents;

d) The full names of the meeting chairman and the secretary;

e) A summary of the proceedings of the meeting and statements made at the General Meeting of Shareholders on each matter on the agenda;

f) The number of shareholders and total voting rights of shareholders attending the meeting, together with the appendix listing shareholders registered to attend, their representatives, and corresponding numbers of shares and votes;

g) The total number of votes for each matter, specifying the voting method, the number of valid and invalid votes, votes "for," "against," and "abstain," and their percentages over the total votes of shareholders attending;

h) The matters adopted and the corresponding voting ratios;

i) The full names and signatures of the chairman and the secretary. If the chairman or the secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors who approve the minutes and if the minutes include all required contents under this Clause. The minutes must clearly state that the chairman or the secretary refused to sign.

24.2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairman and secretary of the meeting, or any person signing the minutes, shall be jointly responsible for the honesty and accuracy of the contents of the minutes.

24.3. Minutes prepared in both Vietnamese and a foreign language shall have the same legal effect. In case of discrepancies between the contents of the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

24.4. Resolutions, minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend with the shareholders' signatures, proxies for meeting participation, all attachments to the minutes (if any), and documents accompanying the notice of meeting must be disclosed in accordance with securities market disclosure requirements and must be kept at the Company's head office.

Article 25. Request for annulment of resolutions of the General Meeting of Shareholders.

Within ninety (90) days from the date of receipt of the resolution, meeting minutes of the General Meeting of Shareholders, or the minutes of vote-counting for written ballots, a shareholder or group of shareholders as specified in *Clause 13.2 Article 13 of this Company Charter* has the right to request a Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

25.1. The order and procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the *Law on Enterprises* or *this Company Charter*, except as provided in *Clause 22.3 Article 22 of this Company Charter*.

25.2. The contents of the resolution violate the law or *this Company Charter*.

CHAPTER VII. BOARD OF DIRECTORS

Article 26. Nomination, candidacy, standards and conditions for members of the Board of Directors

26.1. If candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates prior to voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently,

and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Work process;

d) Other managerial positions (including positions on the Board of Directors/Board of members of other companies);

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

f) Other relevant information (if any).

The Company is responsible for disclosing information regarding companies in which the candidate currently serves as a member of the Board of Directors, a member of the Board of members, other managerial positions, and any interests related to the Company held by the candidate (if any).

26.2. A shareholder or group of shareholders owning ten percent (10%) or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the *Law on Enterprises* and *Clause 13.3 Article 13 of this Company Charter*.

26.3. If the number of candidates nominated and self-nominated remains insufficient as required under *Clause 5 Article 115 of the Law on Enterprises*, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in accordance with *the Company Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Directors*. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

26.4. Members of the Board of Directors must satisfy the following standards and conditions:

a) Members must meet the standards and conditions prescribed in *Clauses 1 and 2 Article 155 of the Law on Enterprises*;

b) The Chairman of the Board of Directors must not concurrently hold the position of General Director;

c) A member of the Board of Directors may concurrently serve as a member of the Board of Directors or Board of members in no more than five (05) other companies

and must not fall under the prohibited cases specified in *Point d) of this Clause*;

d) A member of the Board of Directors must not concurrently serve as a member of the Board of Directors, member of the Board of members, or General Director (Director) of another securities company;

e) Other standards as prescribed by law (if any).

These standards and conditions also apply to members elected as replacements or additional members of the Board of Directors.

Article 27. Composition and term of office of the Board of Directors

27.1. The Board of Directors shall consist of five (05) members.

27.2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors for no more than two (02) consecutive terms. If all members of the Board of Directors end their term at the same time, they shall continue to serve until new members are elected to replace them and assume their duties.

27.3. The composition of the Board of Directors is as follows:

The Company shall minimize the number of members of the Board of Directors who concurrently hold executive positions in order to ensure the independence of the Board. The structure of the Board of Directors must ensure:

a) At least one (01) non-executive member; and

b) At least one (01) independent member.

27.4. A member of the Board of Directors shall cease to hold office if removed, dismissed, or replaced by the General Meeting of Shareholders as prescribed in *Article 160 of the Law on Enterprises*.

27.5. The appointment of members of the Board of Directors must be disclosed in accordance with regulations on information disclosure in the securities market.

27.6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 28. Powers and duties of the Board of Directors.

28.1. The Board of Directors is the managerial body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for matters under the authority of the General Meeting of Shareholders.

28.2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

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

b) To propose the types of shares and the total number of shares of each type permitted to be offered;

c) Decide on the sale of unsold shares within the number of shares permitted to be offered for each type; decide on raising additional capital through other forms;

d) Decide the offering price of the Company's shares and bonds;

e) Decide the repurchase of shares in accordance with *Clauses 1 and 2 Article 133 of the Law on Enterprise*;

f) Decide investment plans and investment projects within its authority and limits as prescribed by law;

g) Decide solutions for market development, marketing, and technology;

h) Approve contracts of purchase, sale, borrowing, lending and other contracts or transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders pursuant to *Point d) Clause 2 Article 138, Clause 3 Article 167 of the Law on Enterprises*, and *Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;*

i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers as provided in the Company Charter; decide salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to exercise ownership rights of shares or capital contributions in other companies and decide remuneration and other benefits of such authorized representatives;

j) Supervise and direct the General Director and other managers in operating the Company's day-to-day business activities;

k) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

l) Approve the agenda, contents, and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;

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

n) Recommend the dividend rate; decide the time and procedures for dividend payment or the handling of losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; request initiation of bankruptcy proceedings for the Company;

p) Adopt the Operating Regulations of the Board of Directors and the Internal Corporate Governance Regulations after they are approved by the General Meeting of Shareholders; decide on the promulgation of the Company's Information Disclosure Regulations;

q) Establish departments or appoint individuals to perform internal audit and risk control functions;

r) Resolve internal conflicts within the Company by preventing and settling conflicts that may arise between shareholders and the Company. The Board of Directors may appoint officers to implement the necessary systems or establish a specialized unit to resolve conflicts within the Company or for this purpose;

s) Approve transactions outside the scope of the business and financial plans submitted by the General Director and the Executive Management Board (if any);

t) The Board of Directors has the right to veto decisions of the General Director and the Board of General Directors in carrying out any standard operations, provided that such veto is reasonable and well-grounded;

u) Other rights and obligations as prescribed by *the Law on Enterprises, the Law on Securities*, and other relevant laws.

28.3. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with *Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities*.

28.4. Each independent member of the Board of Directors must prepare an assessment report on the performance of the Board of Directors.

Article 29. Remuneration, bonuses and other benefits of members of the Board of Directors.

29.1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and results.

29.2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

29.4. Members of the Board of Directors who concurrently hold executive positions or who work in subcommittees of the Board of Directors or perform tasks beyond the usual responsibilities of a Board member may be paid additional remuneration in the form of a lump-sum payment per assignment, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

29.5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including expenses incurred when attending meetings of the General Meeting of Shareholders, meetings of the Board of Directors, or meetings of Board subcommittees.

29.6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance shall not cover liabilities of Board members relating to violations of law or the *Company Charter*.

Article 30. Chairman of the Board of Directors.

30.1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

30.2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

30.3. The Chairman of the Board of Directors has the following rights and obligations:

a) Formulate the operational program and plan of the Board of Directors;

b) Prepare the agenda, contents, and documents for meetings; convene, preside over, and act as the chairman of the meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Oversee the implementation of resolutions and decisions of the Board of Directors;

e) Act as the chairman of the General Meeting of Shareholders;

f) Other rights and obligations as prescribed by the *Law on Enterprises* and the *Company Charter*.

30.4. If the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within twenty (20) days from the date of receiving the resignation letter or the date of dismissal or removal.

30.5. If the Chairman is absent or unable to perform his/her duties, he/she must authorize another Board member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with this *Company Charter*. If no authorization is made, or if the Chairman dies, goes missing, is temporarily detained, is serving a prison sentence, is subject to compulsory administrative measures at a compulsory rehabilitation establishment or compulsory education establishment, absconds from place of residence, is restricted or loses civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one Board member to act as Chairman of the Board of Directors by majority vote until a new decision of the Board of Directors is made.

30.6. When deemed necessary, the Board of Directors may appoint a company secretary. The company secretary has the following rights and obligations:

a) Assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; take minutes of meetings;

b) Assist members of the Board of Directors in exercising their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing principles of corporate governance;

d) Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensure compliance with information disclosure obligations and administrative procedures;

e) Other rights and obligations as prescribed by law.

Article 31. Meetings of the Board of Directors.

31.1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date the Board of Directors election concludes. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting percentage. If more than one (01) member receives an equal highest number or percentage of votes, the members shall vote according to the majority principle to select one (01) among them to convene the meeting of the Board of Directors.

31.2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

31.3. The Chairman 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 five (05) other managers;

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

d) At the request of the Chairman of the Board of Directors when deemed necessary for the benefit of the Company;

e) Other cases prescribed by the Company in accordance with relevant laws.

31.4. Requests made under *Clause 31.3 of this Article* must be in writing, clearly stating the purpose, matters to be discussed, and matters under the authority of the Board of Directors.

31.5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving a request specified in *Clause 31.3 of this Article*. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting party has the right to convene the meeting of the Board of Directors in place of the Chairman.

31.6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting no later than three (03) working days before 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 attach the meeting documents and voting ballots of the members.

The notice of meeting of the Board of Directors may be sent via letter, telephone, fax, electronic means, or other methods, and must be ensured to reach the contact address of each member of the Board of Directors registered at the Company.

31.7. The Chairman or the person convening the meeting must send the notice of meeting and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they may participate in discussions but do not have voting rights.

31.8. A meeting of the Board of Directors may proceed when at least three-fourths (3/4) of the total members are present. If the meeting convened under this clause fails to meet the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting. In such cases, the meeting may proceed if more than half of the members of the Board of Directors are present.

31.9. A member of the Board of Directors shall be deemed present and voting at a meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote in accordance with *Clause 31.11 of this Article*;

c) Attending and voting through online meetings, electronic voting, or other electronic forms;

d) Sending voting ballots to the meeting by mail, fax, or e-mail;

e) Sending a voting ballot by other means permitted by law.

31.10. In the case where voting ballots are sent to the meeting via mail, the ballots must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots may only be opened in the presence of all persons attending the meeting.

31.11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf only if such authorization is approved by the majority of the members of the Board of Directors.

31.12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting. In case of an equal number of votes, the final decision shall follow the vote of the Chairman of the Board of Directors.

A member of the Board of Directors who has a related interest in the matter being

decided by the Board of Directors is not permitted to vote on that matter and shall not be counted in the number of members required for quorum. Such a member is also not permitted to give authorization to or receive authorization from another member of the Board of Directors to vote on that matter. If any doubt arises at a meeting regarding the interest of a member of the Board of Directors or that member's right to vote, and the member does not voluntarily resolve the doubt by agreeing to abstain, the matter shall be referred to the chairman of the meeting. The chairman's decision shall be final unless the nature or extent of such member's interest has not been fully disclosed.

31.13. The Board of Directors may hold meetings by means of online conferencing or may collect written opinions to discuss and approve any matters under its authority in accordance with the *Operating Regulations of the Board of Directors.*

Article 32. Subcommittees under the Board of Directors.

32.1. The Board of Directors may establish subcommittees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be determined by the Board of Directors but must include at least three (03) persons, comprising members of the Board of Directors and external members. Independent and non-executive members of the Board of Directors should constitute the majority of each subcommittee, and one of these members shall be appointed as the Head of Subcommittee by the Board of Directors. The operation of subcommittees must comply with the regulations of the Board of Directors. A subcommittee's resolutions take effect only when passed by a majority of the members attending and voting at the subcommittee meeting.

32.2. The implementation of decisions of the Board of Directors or of its subcommittees must comply with applicable laws, the *Company Charter*, and the *Internal Corporate Governance Regulations*.

32.3. The Internal Audit Subcommittee shall perform its functions independently, honestly, objectively, and confidentially in accordance with *Clause 3 Article 9 of Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance on the operations of securities companies*. The Company must ensure the implementation of functions and duties as follows:

a) Independently assess the compliance with laws, the Company Charter, and resolutions of the General Meeting of Shareholders and the Board of Directors;

b) Inspect, review, and evaluate the adequacy, effectiveness, and efficiency of the internal control system under the Board of General Directors, with a view to improving the system;

c) Evaluate compliance with regulations and internal procedures in business activities;

d) Advise on the establishment of internal policies and procedures;

e) Evaluate compliance with legal requirements and control measures to safeguard assets;

f) Assess internal controls through financial information and business processes;

g) Evaluate processes for identifying, assessing, and managing business risks;

h) Assess the effectiveness of operations;

i) Evaluate compliance with contractual commitments;

j) Perform control over the information technology system;

k) Investigate internal violations within the Company;

l) Conduct internal audits of the Company.

32.4. The nomination, candidacy, election, dismissal, and removal of members of the subcommittees under the Board of Directors, as well as their terms of office, number of members, qualifications, and structure, shall be decided by the Board of Directors in accordance with the Company's operational circumstances. Personnel of the Internal Audit Subcommittee must satisfy the following criteria:

a) Individuals working in this subcommittee must not have been subject to administrative sanctions of monetary fines or more for violations in the fields of securities, banking, or insurance within the most recent five (05) years up to the year of appointment;

b) The Head of the Internal Audit Subcommittee must possess professional qualifications in law, accounting, or auditing, and have sufficient experience, credibility, and authority to effectively perform the assigned duties;

c) Individuals working in this subcommittee must not be a related person of heads of professional departments, operational staff, the General Director (Director), Deputy General Directors (Deputy Directors), or Branch Directors of the securities company;

d) Individuals working in this subcommittee must possess a professional certificate in Fundamentals of Securities and the Securities Market or a Securities Practitioner Certificate, and a professional certificate in Securities and Securities Market Law;

e) Individuals working in this subcommittee must not concurrently hold other positions within the securities company.

32.5. Functions and Principles of Operation of the Risk Management Subcommittee:

a) Establish risk management policies and strategies; risk assessment standards; and the overall risk level applicable to the Company and each of its departments;

b) Independently assess the adequacy and compliance with risk-related policies and procedures established within the Company;

c) Inspect, review, and assess the adequacy, effectiveness, and efficiency of the risk management system under the Board of General Directors with the aim of improving that system;

d) Other functions as prescribed by applicable laws.

Article 33. Officer in charge of Company's governance.

33.1. The Board of Directors must appoint at least one (01) officer in charge of Company's governance to assist with corporate governance activities at the Company. The officer in charge of Company's governance may concurrently serve as the company secretary in accordance with *Clause 5 Article 156 of the Law on Enterprises*.

33.2. The officer in charge of Company's governance must not concurrently work for the approved auditing firm currently auditing the Company's financial statements.

33.3. The officer in charge of Company's governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on the preparation of resolutions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Board of Supervisors;

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

h) Serve as the focal contact point with stakeholders;

i) Maintain confidentiality of information in accordance with the law;

j) Other rights and obligations as prescribed by law.

CHAPTER VIII. BOARD OF GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 34. Organizational management structure.

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the Board of Directors' supervision and direction in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved through a resolution or decision of the Board of Directors.

Article 35. Executives of the Company.

35.1. Executives of the Company include the General Director, Deputy General Directors, the Chief Accountant, and other managerial positions appointed by the Board of Directors.

35.2. Upon the recommendation of the General Director and with approval from the Board of Directors, the Company may recruit executives in quantities and with qualifications appropriate to the organizational structure and management regulations stipulated by the Board of Directors. Executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.

35.3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

35.4. Salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

Article 36. Standards and conditions for the Board of General Directors.

36.1. The General Director and Deputy General Directors must not concurrently work for another securities company, fund management company, or other enterprise.

36.2. The General Director and Deputy General Directors in charge of professional operations must satisfy the standards prescribed in *Clause 5 Article 74 of the Law on Securities*.

36.3. The General Director must not be a member of the Board of Directors or a member of

the Board of members of another securities company; must not fall within the categories specified in *Clause 2 Article 17 of the Law on Enterprises*; must not be a person with family relations to corporate managers or members of the Company's Board of Supervisors and the parent company; and must possess appropriate professional qualifications and experience in the Company's business administration.

Article 37. Appointment, dismissal, duties and powers of the General Director.

37.1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.

37.2. The General Director is the person who manages the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

37.3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and by *the Company Charter*.

37.4. The General Director has the following rights and obligations:

a) Decide on matters relating to the Company's day-to-day business operations that do not fall under the authority of the Board of Directors;

b) Organize the implementation of the resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

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

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

f) Decide salaries and other benefits for employees of the Company, including managers whose appointment falls under the authority of the General Director;

g) Recruit employees;

h) Propose plans for dividend payments or handling business losses;

i) Exercise other rights and perform other obligations as prescribed by law, the *Company Charter*, and resolutions and decisions of the Board of Directors.

The General Director must manage the Company's day-to-day business operations in

accordance with the law, the *Company Charter*, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. If the General Director acts contrary to this provision and causes damage to the Company, the General Director shall be liable before the law and must compensate the Company for the damage.

37.5. The Board of Directors may dismiss the General Director if the majority of voting members of the Board of Directors attending the meeting approve, and shall appoint a new General Director as a replacement.

Article 38. Internal Control Department and risk management enforcement system under the Board of General Directors.

38.1. The Internal Control Department is responsible for monitoring compliance with the following:

a) Inspecting and supervising compliance with the provisions of law, the *Company Charter*, resolutions of the General Meeting of Shareholders, decisions of the Board of Directors, internal regulations, operational procedures, and risk management procedures of the Company, of relevant departments, and of securities practitioners in the Company;

b) Supervising the implementation of internal regulations and activities with potential conflicts of interest within the Company, particularly with respect to the Company's own business activities and personal transactions of Company employees; supervising the performance of duties by officers and employees of the Company and the performance of duties by partners regarding authorized activities;

c) Inspecting the content of and supervising compliance with rules on professional ethics;

d) Supervising the calculation and compliance with financial safety requirements;

e) Segregating clients' assets;

f) Preserving and safeguarding clients' assets;

g) Controlling compliance with laws on anti-money laundering;

h) Other responsibilities assigned by the General Director.

38.2. Personnel requirements of the Internal Control Department

a) The Head of the Internal Control Department must have professional qualifications in law, accounting, or auditing; possess sufficient experience, reputation, and authority to effectively carry out assigned duties;

b) Personnel must not be a related person of department heads, operational staff, the General Director, Deputy General Directors, or branch directors of the Company;

c) Personnel must possess a professional certificate in Fundamentals of Securities and the Securities Market or a Securities Practitioner Certificate, and a professional certificate in Securities and Securities Market Law;

d) Personnel must not concurrently hold other positions in the Company;

e) Personnel must satisfy other requirements as prescribed by law.

38.3. Duties of the risk management enforcement system:

a) Identifying implementation policies and the Company's risk appetite;

b) Identifying risks of the Company;

c) Measuring risks;

d) Supervising, preventing, detecting, and handling risks.

CHAPTER IX. BOARD OF SUPERVISORS

Article 39. Nomination and candidacy of members of the Board of Supervisors.

39.1. The nomination and candidacy of members of the Board of Supervisors shall be carried out similarly to the provisions in *Clauses 26.1 and 26.2 of Article 26 of this Company Charter*.

39.2. If the number of candidates for the Board of Supervisors obtained through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Internal Corporate Governance Regulations and the Board of Supervisors' Operating Regulations. The incumbent Board of Supervisors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

Article 40. Composition of the Board of Supervisors.

40.1. The Board of Supervisors of the Company shall consist of three (03) members. The term of office of members of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

40.2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in *Article 169 of the Law on Enterprises* and the following requirements:

a) Members of the Board of Supervisors must not work in the accounting or finance department of the Company;

b) Members of the Board of Supervisors must not be a member or employee of an independent auditing firm that has performed audits of the Company's financial statements within the preceding three (03) consecutive years.

40.3. A member of the Board of Supervisors shall be relieved of duty in the following cases:

a) The member is no longer meeting the standards and conditions for membership in the Board of Supervisors as prescribed in *Clause 40.2 of this Article*;

b) The member has submitted a resignation letter and has it approved;

c) Other cases as determined by resolutions or decisions of the General Meeting of Shareholders.

40.4. A member of the Supervisory Board shall be dismissed in the following cases:

a) Failure to fulfill the assigned duties or tasks;

b) Failure to perform his/her rights and obligations for six (06) consecutive months, except in force majeure circumstances;

c) Repeated or serious violations of the obligations of a member of Board of Supervisors as prescribed by the *Law on Enterprises* and *this Company Charter*;

d) Other cases as determined by resolutions or decisions of the General Meeting of Shareholders.

Article 41. Head of the Board of Supervisors.

41.1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, or removal shall be decided by majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam.

41.2. The Head of the Board of Supervisors must hold a university degree or higher in one (01) of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related to the business activities of the enterprise.

41.3. The Head of the Board of Supervisors of the Company shall not concurrently serve as a member of the Board of Supervisors or as a manager of another securities company.

41.4. Rights and obligations of the Head of the Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to be submitted to the General Meeting of Shareholders.

Article 42. Rights and obligations of the Board of Supervisors.

The Board of Supervisors has the rights and obligations as prescribed in *Article 170 of the Law on Enterprises* and the following additional rights and obligations:

42.1. Propose and recommend the General Meeting of Shareholders to approve the following items: the list of approved auditing firms to audit the financial statements and financial safety ratio reports; and the approved auditing firm to conduct inspections of the Company's activities when deemed necessary.

42.2. Be accountable to shareholders for its supervisory activities.

42.3. Supervise the Company's financial status and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

42.4. Ensure coordination with the Board of Directors, the General Director, and shareholders.

42.5. If detecting violations of law or violations of the Company Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose corrective solutions.

42.6. Develop the *Operating Regulations of the Board of Supervisors* and submit them to the General Meeting of Shareholders for approval.

42.7. Report to the General Meeting of Shareholders in accordance with *Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.*

42.8. Have the right to access documents and records of the Company stored at the head office, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.

42.9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

42.10. When detecting that any member of the Board of Directors, the Board of members, or

the Board of General Directors violates laws or the Company Charter, causing harm to the rights and interests of the Company, shareholders, or customers, the Board of Supervisors is responsible for requesting an explanation within a specified period or recommending the convening of a General Meeting of Shareholders to resolve the matter. For violations of law, the Board of Supervisors must report in writing to the State Securities Commission within seven (07) working days from the date of detection.

42.11. Other rights and duties as prescribed by law.

Article 43. Meetings of the Board of Supervisors.

43.1. The Board of Supervisors must meet at least two (02) times per year, and the number of attending members must be at least two-thirds (2/3) of the total members of the Board of Supervisors. Minutes of the meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and all members of the Board of Supervisors attending the meeting must sign the meeting minutes. All minutes of the Board of Supervisors must be kept for the purpose of determining the responsibilities of each member of the Board of Supervisors.

43.2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend the meeting and answer questions that need clarification.

Article 44. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors.

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

44.1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

44.2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and expenses for using independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

44.3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the regulations on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's

annual financial statements.

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives must perform their duties, including their duties as members of committees of the Board of Directors, with honesty and prudence for the benefit of the Company.

Article 45. Duty of honesty and avoidance of conflicts of interest.

45.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must disclose their related interests in accordance with the *Law on Enterprises* and relevant legal regulations.

45.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and persons related to these members may only use information obtained through their positions for the benefit of the Company.

45.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of charter capital, and such persons or their related persons, in accordance with the law. For transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with securities laws on information disclosure.

45.4. A member of the Board of Directors is not allowed to vote on transactions that bring benefits to that member or that member's related persons, in accordance with the *Law on Enterprises and this Company Charter*.

45.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may not use or disclose internal information to others to conduct related transactions.

45.6. Transactions between the Company and one (01) or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to such persons shall not be invalidated in the following cases:

a) For transactions valued at less than or equal to thirty-five percent (35%) of the total asset value stated in the latest financial statements, material contents of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives, have been reported to the Board of Directors and approved by the majority of members of the Board of Directors who have no related interests;

b) For transactions valued at more than thirty-five percent (35%), or transactions resulting in total transaction value within twelve (12) months from the first transaction reaching thirty-five percent (35%) or more of total assets stated in the latest financial statements, material contents of such transactions and the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders with the votes of shareholders who have no related interests.

Article 46. Liability for damages and compensation.

46.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who violate their duties, obligations of honesty and prudence, or fail to perform their obligations, shall be liable for damages arising from such violations.

46.2. The Company shall compensate persons who are, have been, or may become involved in complaints, lawsuits, or prosecutions (including civil, administrative cases, excluding cases initiated by the Company) if such persons are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees, or representatives authorized by the Company, and have performed their duties faithfully and prudently for the benefit of the Company in compliance with the law, and there is no evidence proving that such persons violated their responsibilities.

46.3. Compensation includes amounts awarded, fines, actual payments incurred (including attorney fees) when resolving such matters within the limits permitted by law. The Company may purchase insurance for these persons to protect them from the compensation liabilities mentioned above.

CHAPTER XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 47. Right to inspect books and records.

47.1. Ordinary shareholders have the following rights to inspect books and records:

a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request corrections of inaccurate information; review, inspect, extract, or make copies of the *Company Charter*, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding five percent (05%) or more of the total number of ordinary shares have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval by the Board of Directors, and other documents, except documents related to the Company's trade secrets or business secrets.

47.2. If an authorized representative of shareholders or groups of shareholders requests to inspect books and records, such request must be accompanied by the authorization letter from the shareholders or groups of shareholders they represent, or a notarized copy of such authorization letter.

47.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's register of shareholders, shareholder lists, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

47.4. The Company must keep *this Company Charter* and its amendments, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the head office or another location provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.

47.5. The *Company Charter* must be published on the Company's website.

CHAPTER XII. EMPLOYEES AND TRADE UNIONS

Article 48. Employees and trade unions.

48.1. The General Director must prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, dismissal of employees, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to employees and

enterprise managers.

48.2. The General Director must prepare plans for submission to the Board of Directors for approval regarding the Company's relations with trade union organizations in accordance with best governance standards and practices, the practices and policies stipulated in *this Company Charter*, the Company's internal regulations, and applicable legal provisions.

CHAPTER XIII. PROFIT DISTRIBUTION

Article 49. Profit distribution.

49.1. The General Meeting of Shareholders shall decide the annual dividend rate and the form of dividend payment from the Company's retained earnings.

49.2. The Company shall not pay interest on dividends or any other amounts related to any one (01) class of shares.

49.3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

49.4. In cases where dividends or other amounts related to any one (01) class of shares are paid in cash, the Company must make payment in Vietnamese dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder fails to receive the funds, the Company shall not be responsible for the amount already transferred. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

49.5. Based on *the Law on Enterprises and the Law on Securities*, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on this date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, notices, or other documents.

49.6. Other matters related to profit distribution shall be carried out in accordance with the provisions of law.

CHAPTER XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 50. Bank accounts.

50.1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.

50.2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the law.

50.3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency bank accounts opened at the banks where the Company maintains accounts.

Article 51. Financial year.

The Company's financial year begins on January 1 of each year and ends on December 31 of the same year. The first financial year begins on the date the Enterprise Registration Certificate is issued and ends on December 31 of the year in which the Company is established.

Article 52. Accounting regime.

52.1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.

52.2. The Company shall keep accounting books in Vietnamese and maintain accounting records in accordance with the accounting laws and related legal regulations. These records must be accurate, updated, systematic, and sufficient to substantiate and explain the Company's transactions.

52.3. The Company shall use Vietnamese dong as the accounting currency unit. If the Company primarily conducts economic transactions in a foreign currency, it may choose that foreign currency as its accounting currency, shall take responsibility for such selection in accordance with the law, and must notify the directly managing tax authority.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE OBLIGATIONS

Article 53. Annual, semi-annual and quarterly financial statements.

53.1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the law. The Company shall disclose the

audited annual financial statements in accordance with the laws on information disclosure on the securities market and submit them to the competent state authorities.

53.2. Annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the laws on enterprise accounting. Annual financial statements must truthfully and objectively reflect the Company's operating results and financial position.

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

Article 54. Annual report.

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

CHAPTER XVI. COMPANY AUDIT

Article 55. Audit.

55.1. The General Meeting of Shareholders shall appoint one (01) independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one (01) among them to audit the Company's financial statements and financial safety ratio report for the next financial year, based on the terms and conditions agreed with the Board of Directors. The independent auditing firm and the auditors conducting the audit for the Company must be approved by the State Securities Commission of Vietnam.

55.2. The audit report shall be attached to the Company's financial statements and financial safety ratio report.

55.3. The independent auditor performing the audit of the Company's financial statements and financial safety ratio report may attend the meetings of the General Meeting of Shareholders, receive notices and other information relating to the meeting, and may express opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XVII. COMPANY SEAL

Article 56. Company seal.

56.1. The seal includes the seal made at a seal engraving facility or a seal in the form of a

digital signature in accordance with the laws on electronic transactions.

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

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

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 57. Dissolution of the Company.

57.1. The Company may be dissolved in the following circumstances:

a) As resolved or decided by the General Meeting of Shareholders;

b) The Enterprise Registration Certificate is revoked, unless otherwise provided by the *Law on Tax Administration*;

c) Other cases prescribed by law.

57.2. The dissolution of the Company before the expiration of its term 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) in accordance with regulations.

Article 58. Liquidation.

58.1. At least six (06) months after the decision on the dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment by the Company before other liabilities.

58.2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of its establishment and the date it begins operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation before the Court and administrative authorities.

58.3. Proceeds from liquidation shall be distributed in the following order:

a) Liquidation expenses;

b) Salary debts, severance allowances, social insurance obligations, and other benefits of employees under the collective labor agreement and executed labor contracts;

c) Tax liabilities;

d) Other debts of the Company;

e) The remaining amount after settling all debts from *items (a) to (d)* shall be distributed to shareholders. Preferred shares shall be paid first.

Article 59. Reorganization of the Company.

59.1. The Company may proceed with consolidation, merger, or transformation after obtaining approval from the State Securities Commission of Vietnam.

59.2. The order and procedures for consolidation, merger, and transformation shall be carried out in accordance with the Law on Enterprises, the Law on Securities, and relevant legislation.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 60. Internal dispute resolution.

60.1. In the event of disputes or complaints arising in connection with the Company's operations, or regarding the rights and obligations of shareholders under the *Law on Enterprises*, *this Company Charter*, other legal regulations, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

the relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present relevant information regarding the dispute within ten (10) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Board of Supervisors to appoint an independent expert to act as mediator in the dispute resolution process.

60.2. If no conciliation agreement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or the Court.

60.3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Court fees shall be settled in accordance with the Court's judgment.

CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 61. Company Charter.

61.1. Amendments and supplements to *this Company Charter* must be reviewed and decided by the General Meeting of Shareholders.

61.2. In cases where legal provisions relating to the Company's operations are not addressed in *this Company Charter*, or where new legal provisions differ from those in *this Company Charter*, such legal provisions shall apply to regulate the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 62. Effective date.

62.1. *This Company Charter* consists of twenty-one (21) Chapters and sixty-two (62) Articles and unanimously approved by the Board of Directors of Bao Minh Securities Company on June 24th, 2026, with full approval of the entire text of *this Company Charter*.

62.2. *This Company Charter* is made in three (03) originals, each having equal legal validity, and must be kept at the Company's head office.

62.3. *This Company Charter* is the sole and official Charter of the Company.

62.4. Copies or extracts of the *Company Charter* shall be valid only when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

62.5. *This Company Charter* takes effect from 24/06/2026 and replaces the *Company Charter issued on 23/04/2026.*

LEGAL REPRESENTATIVE
GENERAL DIRECTOR
(Sign, write full name, and affix seal)

S.G.P: 90 - C.T.C.P
CÔNG TY CỔ PHẦN CHỨNG KHOÁN BẢO MINH
QUẬN 3 - TP HỒ CHÍ MINH

Phan Cẩn Chư