

**CÔNG TY CỔ PHẦN
CHỨNG KHOÁN TIỀN PHONG
TIEN PHONG SECURITIES
CORPORATION**

Số: 52/2025/TPS-CBTT

No: 52/2025/TPS-CBTT

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

Tp. HCM, ngày 26 tháng 12 năm 2025

Ho Chi Minh City, December 26, 2025

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE**

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

**1. Tên tổ chức/Name of organization: Công ty Cổ phần Chứng khoán Tiên Phong
("TPS")/ *Tien Phong Securities Corporation ("TPS")***

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* ORS
- Địa chỉ/Address: Tầng 7, tòa nhà Doji, số 81-83-85 Hàm Nghi, phường Sài Gòn, thành phố Hồ Chí Minh/ *7th Floor, Doji Building, No. 81-83-85 Ham Nghi, Sai Gon Ward, Ho Chi Minh City.*
- Điện thoại/ Telephone: 028.39118014 Fax: 028.39118015.
- E-mail: tpbs@tpbs.com.vn

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

Biên bản họp và nghị quyết Đại hội đồng cổ đông bất thường năm 2025 được tổ chức vào ngày 26/12/2025/ *Minutes of Meeting and Resolution of the 2025 Extraordinary General Meeting of Shareholders held on December 26, 2025.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 26/12/2025 tại đường dẫn /This information was published on the company's website on December 26, 2025, as in the link: <https://www.tpbs.com.vn/vi/thong-tin-tps/quan-he-co-dong/cong-bo-thong-tin/tps-bien-ban-hop-va-nghi-quyet-dai-hoi-dong-co-dong-bat-thuong-nam-2025?postId=2627>

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

Nơi nhận/ Recipient:

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

**TM. CÔNG TY CỔ PHẦN
CHỨNG KHOÁN TIỀN PHONG/ ON BEHALF OF TIEN
PHONG SECURITIES CORPORATION
NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ THÔNG TIN/
PERSON AUTHORIZED TO DISCLOSE INFORMATION**



NGUYỄN TRÁT MINH PHƯƠNG

Tài liệu đính kèm/ Attached documents:

- Biên bản họp và nghị quyết Đại hội đồng cổ đông bất thường năm 2025/ Minutes of Meeting and Resolution of the 2025 Extraordinary General Meeting of Shareholders
- Tài liệu họp ĐHĐCĐ bất thường năm 2025/ Documents for the 2025 Extraordinary General Meeting of Shareholders

RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

TIEN PHONG SECURITIES CORPORATION (the “**Company**” or “**TPS**”)

- Pursuant to the Law on Enterprises, the Law on Securities and other relevant laws;
- Pursuant to the Charter of Organization and Operation of the Company (“**the Charter**”);
- Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders 2025 No. 03/2025/BBH-DHDCDBT dated December 26, 2025,

RESOLVED:

Article 1. Approval of the private placement plan of the Company 2025 (“**the Offering**”) as detailed in Proposal No. 10/2025/TTr-HDQT dated December 05, 2025, including:

1.1. Approval of the entire contents of the private placement plan and the plan for utilization of proceeds from the Offering as detailed in Proposal No. 10/2025/TTr-HDQT dated December 05, 2025 (the “**Private Placement Plan**”).

1.2. Approval of the investor participating in the Offering:

Investor	Tien Phong Commercial Joint Stock Bank (“ TPBank ”)
Number of shares offered	287,931,161 shares.
Offering price	VND 12,500 per share.
Expected proceeds	VND 3,599,139,512,500.
Public tender offer	TPBank is not required to conduct a public tender offer in accordance with applicable laws for purchasing shares under the Offering.

1.3. Approval of the change of the charter capital of the Company upon the completion of the Offering.

1.4. Approval of the assignments/authorizations to the BoD relating to the implementation of the Offering and the Private Placement Plan.

Article 2. Approval of the issuance of the new Charter (as detailed in Proposal No. 11/2025/TTr-HDQT dated December 05, 2025). The new Charter shall take effect from December 26, 2025 and shall replace the Charter approved on June 27, 2025.

Article 3. Approval of the dismissal of an independent member of the BoD (as detailed in Proposal No. 12/2025/TTr-HDQT dated December 25, 2025), specifically:

- Approval of the dismissal of 01 (one) independent member of the BoD: Mrs. Truong Thi Hoang Lan.
- Approval of the change in the number of members of the BoD for the term 2021 - 2026, from the current 05 (five) members to 04 (four) members,



including 01 (one) independent member of the BoD. Accordingly, the structure of the BoD and the list of members of the BoD for the term 2021 - 2026 of the Company shall be as follows:

No.	Full name	Position
1	Mr. Nguyen Hong Quan	Chairman of the BoD
2	Mrs. Pham Thi Huyen Trang	Vice Chairwoman of the BoD
3	Mrs. Dang Thi Bich Thuy	Member of the BoD
4	Mr. Tran Quang Huy	Independent Member of the BoD

Article 4. This Resolution was duly adopted by the General Meeting of Shareholders at the EGM held on December 26, 2025. This Resolution shall take effect as of the date of signing. The BoD, the BoS, the General Directors and all relevant departments, individuals of the Company shall be responsible for the implementation of this Resolution.

ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN OF THE BOARD OF
DIRECTORS *[Signature]*



NGUYEN HONG QUAN

Recipient:

- As in Article 4 (for implementation);
- GMS, BoS (for reporting);
- Archive: Office of the BoD.



MINUTES

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

TIEN PHONG SECURITIES CORPORATION (“the Company” or “TPS”)

Today, at 08:00 on December 26, 2025, at the 4th Floor, Doji Tower, No. 81-83-85 Ham Nghi, Sai Gon Ward, Ho Chi Minh City, the Extraordinary General Meeting of Shareholders 2025 of the Company was duly convened and held. The details are as follows:

I. OPENING CEREMONY OF THE MEETING

1. Introduction of participants

The Organizing Committee of the General Meeting of Shareholders announced the opening of the EGM and introduced the participants attending the Meeting, including:

- a. Members of the Board of Directors, the Board of Supervisors;
- b. General Director and members of the Company’s executive board;
- c. Shareholders and authorized representatives of shareholders attending the General Meeting of Shareholders.

2. Report on the results of shareholder eligibility verification

(Mrs.) Tran Thi Xuan Lan - Head of the Shareholder Eligibility Verification Committee - presented the report on the verification of shareholder eligibility to attend the General Meeting of Shareholders, with the following details:

- a. Shareholders invited to attend the General Meeting of Shareholders: The total number of shareholders invited to attend the General Meeting of Shareholders was **16,853** shareholders, owning and/or representing **335,999,743** shares out of a total of **335,999,743** shares of the Company, equivalent to 100% of the total voting shares of the Company, based on the List of Shareholders Eligible to Attend the General Meeting of Shareholders as finalized by the Vietnam Securities Depository and Clearing Corporation (“**VSDC**”) on December 03, 2025.
- b. Shareholders attending the General Meeting of Shareholders: The total number of shareholders attending the General Meeting of Shareholders owned and/or represented **195,935,828** shares out of a total of **335,999,743** shares of the Company, equivalent to **58.3143%** of the total voting shares of the Company as of the last registration date (December 03, 2025), with the following details:

No.	Form of attendance	Number of Shareholders	Number of shares owned/represented	Ratio (*)
1	In-person attendance	19	2,612	0.0008%
2	Authorization to other representatives	19	50,093,781	14.9089%
3	Authorization for (Mr.) Nguyen Hong Quan - Chairman of the BoD	68	145,839,435	43.4046%
Total			195,935,828	58.3143%

Based on the above attendance status of shareholders, the Extraordinary General Meeting of Shareholders 2025 of the Company convened on **December 26, 2025** is therefore lawful, valid and duly constituted.

() The ratio is calculated based on the total number of voting shares of the Company, being **335,999,743 shares**, as set forth in the List of Securities Holders Entitled to Attend the General Meeting of Shareholders prepared by VSDC dated December 03, 2025.*

3. Introduction and approval of the Presiding Committee

With the concurrence of the BoD and the BoS, (Mr.) Nguyen Hong Quan - Chairman of the BoD - introduced and submitted to the General Meeting of Shareholders for approval the proposed composition of the Presiding Committee (Presidium), comprising:

- a. (Mr.) Nguyen Hong Quan - Chairman of the BoD, Chairman of the Presidium;
- b. (Mrs.) Pham Thi Huyen Trang - Vice Chairwoman of the BoD, Member of the Presidium;
- c. (Mrs.) Dang Si Thuy Tam - CEO, Member of the Presidium.

Upon voting, the General Meeting of Shareholders approved the composition of the Presiding Committee with 100% of the valid votes in favor.

4. Introduction and approval of the Secretariat

The proposed composition of the Secretariat was introduced and submitted to the General Meeting of Shareholders for approval, comprising:

- a. (Mrs.) Ha Thi Thu Hang - Head of the Secretariat;
- b. (Mrs.) Pham Thi Thuy - Member.

Upon voting, the General Meeting of Shareholders approved the composition of the Presiding Committee with 100% of the valid votes in favor.

5. Approval of the Regulations on the Organization of the Extraordinary General Meeting of Shareholders 2025

The draft **Regulations on the Organization of the Extraordinary General Meeting of Shareholders 2025** (the “**Organization Regulations**”) were presented and submitted to the General Meeting of Shareholders for consideration and approval.

Upon voting, the General Meeting of Shareholders approved the Organization Regulations with 100% of the valid votes in favor.

6. Introduction and approval of the Vote Counting Committee

The proposed composition of the Vote Counting Committee was introduced and submitted to the General Meeting of Shareholders for approval, comprising:

- a. (Mrs.) Tran Thi Xuan Lan - Head of the Vote Counting Committee;
- b. (Ms.) Vo Thi Nhu Thuy - Member;
- c. (Ms.) Lieng Ngoc Tram - Member.

Upon voting, the General Meeting of Shareholders approved the composition of the Vote Counting Committee with 100% of the valid votes in favor.

7. Approval of the agenda of the General Meeting of Shareholders

The proposed agenda of the General Meeting of Shareholders was presented and submitted to the General Meeting of Shareholders for consideration and approval.

Upon voting, the General Meeting of Shareholders approved the agenda of the General Meeting of Shareholders with 100% of the valid votes in favor.

II. MEETING CONTENT

The issues falling within the competence of the General Meeting of Shareholders and submitted by the BoD for discussion and voting at the Meeting include:

1. Approval of the private placement plan of the Company 2025 (“**the Offering**”) as detailed in Proposal No. 10/2025/TTr-HDQT dated December 05, 2025, including:

- a. Approval of the entire contents of the private placement plan and the plan for utilization of proceeds from the Offering as detailed in Proposal No. 10/2025/TTr-HDQT dated December 05, 2025 (the “**Private Placement Plan**”);
- b. Approval of the investor participating in the Offering:

Investor	Tien Phong Commercial Joint Stock Bank (“ TPBank ”)
Number of shares offered	287,931,161 shares.
Offering price	VND 12,500 per share.
Expected proceeds	VND 3,599,139,512,500.
Public tender offer	TPBank is not required to conduct a public tender offer in accordance with applicable laws for purchasing shares under the Offering.

- c. Approval of the change of the charter capital of the Company upon the completion of the Offering;
 - d. Approval of the assignments/authorizations to the BoD relating to the implementation of the Offering and the Private Placement Plan.
2. Approval of the issuance of the new Charter (as detailed in Proposal No. 11/2025/TTr-HDQT dated December 05, 2025).

The new Charter shall take effect from December 26, 2025 and shall replace the Charter approved on June 27, 2025.

3. Approval of the dismissal of an independent member of the BoD and the change of the structure of the BoD (as detailed in Proposal No. 12/2025/TTr-HDQT dated December 25, 2025).

III. DISCUSS AND RESPOND TO QUESTIONS AND OPINIONS OF SHAREHOLDERS

Detailed in the summary table attached to this Minutes.

IV. VOTING RESULTS

The General Meeting of Shareholders conducted voting on all proposals presented at the Meeting.

(Mrs.) Tran Thi Xuan Lan - Head of the Vote Counting Committee - reported the voting results to the General Meeting of Shareholders as follows:

1. Results of vote counting

No.	Description	Number of voting cards	Number of ballots
1	Voting cards issued	56	195,968,027

2	Voting cards collected	50	195,968,027
2.1	Valid voting cards collected	50	195,968,027
2.2	Invalid voting cards collected	0	

Among the valid voting cards stated above, there was 01 (one) voting card of Tien Phong Commercial Joint Stock Bank (“TPBank”), a shareholder owning 30,273,600 shares, representing 9.01% of the total outstanding shares of the Company.

TPBank is a related person in respect of the voting issues concerning the Company’s plan for the private placement of shares 2025. Accordingly, TPBank was not entitled to vote on the voting issues set out under Items 1.1, 1.2, 1.3 and 1.4 in the summary table of voting results attached to this Minutes.

Therefore, TPBank’s 30,273,600 votes were excluded from the number of valid ballots for the voting matters specified under Items 1.1, 1.2, 1.3 and 1.4.

2. Voting results for each specific voting issue

Detailed in the summary table of voting results attached to the Minutes of this meeting.

V. APPROVAL OF THE DRAFT RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS AND THE MINUTES OF THE MEETING

1. The draft Resolution of the Extraordinary General Meeting of Shareholders 2025 was presented by the Secretariat and submitted to the General Meeting of Shareholders for approval.

Upon voting, the General Meeting of Shareholders approved the Resolution with 100% of the valid votes in favor.

2. The Minutes of the Extraordinary General Meeting of Shareholders 2025 were presented by the Secretariat and submitted to the General Meeting of Shareholders for approval.

Upon voting, the General Meeting of Shareholders approved the Minutes with 100% of the valid votes in favor.

3. The Extraordinary General Meeting of Shareholders 2025 of the Company concluded at on the same day.

CHAIRMAN OF THE PRESIDIUM
CHAIRMAN OF THE BOARD



NGUYEN HONG QUAN

SECRETARIAT

HA THI THU HANG

PHAM THI THUY

SUMMARY TABLE OF DISCUSSION ITEMS AND RESPONSES TO SHAREHOLDERS' QUESTIONS AND OPINIONS

*(Attached is the Minutes of the Extraordinary General Meeting of Shareholders No. 01/2025/BBH-DHDCDBT
dated 26/12/2025 of Tien Phong Securities Corporation)*

No.	Shareholders' questions	Responses
1	How is the Company's 2025 business performance expected to compare with the approved plan?	2025 has been a challenging year for the securities market, particularly for the Company following the events that occurred from March 2025. In this context, the Company has implemented restructuring measures, stabilized its operations, and strengthened its financial capacity; core business activities have been maintained, key risks have been effectively controlled, and liquidity as well as financial safety have been ensured. Based on the latest updates, the Company's operating efficiency and business results have been gradually recovering and are expected to approach and achieve the targets set out in the 2025 plan approved by the General Meeting of Shareholders. At the same time, the Company has identified 2025 as a year to consolidate the foundation for long-term development, continuing to strengthen corporate governance, internal controls, and compliance, and addressing existing issues in accordance with a roadmap aligned with good corporate governance practices.
2	What specific benefits does the Company gain from TPBank becoming its parent company, beyond changes in ownership structure and brand support?	TPBank's becoming the Company's parent is not merely a change in ownership structure but brings substantive and core benefits to the Company. First, in terms of financial capacity, the Company is able to access more stable, long-term, and competitive funding sources, thereby enhancing its ability to effectively implement its business activities. In addition, the Company has opportunities to leverage TPBank's ecosystem and its base of individual and corporate customers through cooperation programs and cross-selling initiatives in compliance with applicable laws and regulations. Furthermore, the adoption of the parent bank's corporate governance and risk management standards will help the Company strengthen financial discipline, enhance risk control, and establish a solid foundation for sustainable long-term development.
3	What notable changes will there be in the Company's 2026 business plan after becoming a subsidiary of TPBank? When can the Company return to profit levels comparable to previous periods?	The Company's 2026 business plan is formulated with a more stable, selective, and sustainable orientation. The Company will continue to focus on its core businesses, with particular emphasis on securities brokerage centered on individual clients, while accelerating the application of technology - especially AI - in brokerage, investment advisory, and customer service to enhance service quality and operational efficiency. In parallel, the Company will further develop financial services and asset management, gradually expanding its product portfolio in line with customers' needs and risk appetite, aiming for stable and sustainable revenue streams. 2026 will also mark the phase in which the Company substantively leverages the

		advantages of being a banking subsidiary, through deeper utilization of TPBank's ecosystem, stronger product and service integration, and improved business efficiency. The Company recognizes that profit recovery depends on favorable market conditions, a solid internal foundation, and disciplined risk management. With the measures being implemented, the Company expects the 2026 - 2027 period to see a clear improvement in business performance, gradually approaching profit levels achieved during more favorable periods in the past, while maintaining a prudent and sustainable growth strategy.
4	What is the base-case scenario for the securities market in 2026? How will the Company benefit and what are its growth prospects?	The base-case scenario for the securities market in 2026 is forecast to be a selective recovery, with capital flows concentrating on companies with strong financial foundations, clear business models, and effective risk management capabilities. This trend is expected to lead to increasing differentiation among sectors and securities firms. Market liquidity is anticipated to improve in a more sustainable manner, driven by genuine investment demand from both individual and institutional investors. In this context, the Company has advantages in business segments closely linked to real cash flows and long-term investment demand, including retail brokerage, financial and investment services, asset management, and prudently and flexibly structured financial products. Its focus on individual clients, combined with a strong technology platform and the ability to leverage TPBank's ecosystem, enables the Company to effectively access stable capital flows and enhance the quality of its revenue. Moreover, with a strengthened financial base, a robust risk management framework, and support from TPBank, the Company is well positioned to proactively capture market opportunities while effectively controlling risks, thereby improving operational efficiency over the medium and long term.
5	What is the status of the Company's accounts receivable position?	The receivables arise from the Company's operations, mainly originating in the past from cooperation and investment transactions. The Company has actively coordinated with the relevant parties to handle and recover the receivables. It is expected that by the end of 2025, the receivables figures will be reduced by a large proportion.

SUMMARY TABLE OF VOTING RESULTS FOR EACH SPECIFIC VOTING ISSUE

(Attached is the Minutes of the Extraordinary General Meeting of Shareholders No. 01/2025/BBH-DHDCDTN dated 26/12/2025 of Tien Phong Securities Corporation)

No.	Voting issues	Number of valid votes with voting rights	Voting results				Conclusion (*)
				Approve	Disapprove	Abstentions	
1	Approval of the private placement plan of the Company 2025 (the "Offering"), as detailed in Proposal No. 10/2025/TTr-HDQT dated December 05, 2025, including:	165,694,405					
1.1	Approval of all contents of the Private Placement Plan.	165,694,405	Number of ballots	165,684,402	0	10,003	Duly approved.
			Voting rate	99.9940%	0%	0.0060%	
1.2	Approval of TPBank as the investor subscribing for shares in the Offering, and the exemption from the public tender offer requirement.	165,694,405	Number of ballots	165,694,402	0	3	Duly approved.
			Voting rate	100.0000%	0%	0%	
1.3	Approval of the change to the charter capital of the Company after completion of the Offering.	165,694,405	Number of ballots	165.694.402	0	3	Duly approved.
			Voting rate	100.0000%	0%	0%	
1.4	Approval of the matters assigned/authorized to the BoD relating to the implementation of the Offering.	165,694,405	Number of ballots	165.694.402	0	3	Duly approved.
			Voting rate	100.0000%	0%	0%	
2	Approval of the issuance of the new Charter, as detailed in Proposal No. 11/2025/TTr-HDQT dated December 05, 2025.	195,968,005	Number of ballots	195.968.002	0	3	Duly approved.
			Voting rate	100.0000%	0%	0%	

(*) Voting contents shall be approved if the voting rate in favor is over 50%; except for voting contents No. 8 and No. 9 which shall be approved if the voting rate is 65% or more.

3	Approval of the dismissal of the independent member of the BoD and the change of structure of the BoD, as detailed in Proposal No. 12/2025/TTr-HDQT dated December 25, 2025.	195,968,005	Number of ballots	195.968.002	0	3	Duly approved.
			Voting rate	100.0000%	0%	0%	
			Voting rate	165,684,402	0	10,003	





ORGANIZATIONAL REGULATIONS

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

Pursuant to the Law on Enterprises, the Law on Securities and other relevant provisions of law;

- *Pursuant to the Charter of organization and operation of Tien Phong Securities Corporation ("Charter");*

The Extraordinary General Meeting of Shareholders 2025 of Tien Phong Securities Corporation ("**the Company**" or "**TPS**") is organized and conducted in accordance with the Regulation on the Organization of the Extraordinary General Meeting of Shareholders 2025 (the "**Regulation on the Organization of the General Meeting**") with the following specific contents:

Điều 1. Subjects of the General Meeting of Shareholders

1. Subjects entitled to attend the Extraordinary General Meeting of Shareholders 2025 of the Company are all shareholders who own shares of the Company according to the List of securities holders entitled to attend the Extraordinary General Meeting of Shareholders 2025 established by the Vietnam Securities Depository and Clearing Corporation ("**VSDC**") on **December 03, 2025** or the authorized representative of the shareholder has the right to attend the General Meeting of Shareholders.
2. Shareholders or authorized persons attending the meeting (collectively referred to as "**attendees**") when attending the General Meeting of Shareholders must be present at the time and place stated in the Notice of Invitation to the meeting; and before the opening of the meeting, it is necessary to carry out the procedures for registering shareholders to attend the General Meeting of Shareholders with the Organizing Committee of the General Meeting.
3. During the meeting, the participants must comply with the guidance and administration of the Chairperson of the meeting and the Organizing Committee of the Congress; behave civilly, politely and maintain order at the meeting; do not smoke in the meeting room; do not talk privately, do not use the phone during the meeting; The phone must be turned off or left to vibrate.
4. The audio and video recording of the meeting must be publicly announced and approved by the meeting chairman.

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

1. The Presidium has 03 (three) to 05 (five) members, including the Chairman of the Board of Directors as the chairman of the meeting and members of the Board of Directors, the Supervisory Board and the General Director. The Presidium works on the principle of democratic centralization and decision by majority. Members of the Presidium are elected/voted by the General Meeting of Shareholders at the meeting when performing the opening ceremony of the meeting.
2. Tasks of the Presidium:



- a. Administer the work of the General Meeting of Shareholders according to the agenda and contents approved by the General Meeting of Shareholders;
- b. Taking necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants;
- c. Prepare and synthesize reports and proposals in the program and meeting contents for the General Meeting of Shareholders to discuss and vote for approval at the meeting;
- d. Guiding the General Meeting of Shareholders to discuss and vote to approve the contents of the meeting;
- e. Answering and answering issues requested by the meeting participants within the scope of the program;
- f. Manage other related activities and resolve issues that arise during the meeting.

Điều 3. Secretariat

1. The Secretariat consists of 02 (two) members, including 01 (one) Head and 01 (one) member, proposed by the Chairman of the meeting and elected/voted by the General Meeting of Shareholders at the meeting. The Secretariat is responsible to the Presidium and the General Meeting of Shareholders for the performance of its tasks.
2. Tasks of the Secretariat:
 - a. Assist the Presidium and the Shareholder Eligibility Examination Committee in checking the eligibility of shareholders to attend the General Meeting of Shareholders (when requested);
 - b. Assist the Presidium in announcing draft reports and proposals in the program and meeting contents, sending/forwarding the Presidium's notice to the meeting participants;
 - c. Receive and review the discussion opinions of the participants recorded in the discussion sheet and forward them to the Presidium for answers and answers;
 - d. Fully and truthfully record all contents and developments of the meeting and issues that have been discussed and voted for approval at the meeting;
 - e. Drafting and announcing the minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders on matters passed at the meeting for approval by the General Meeting of Shareholders before the end of the meeting.
 - f. Perform other related tasks at the request of the Presidium.

Điều 4. Shareholder Status Review Board

1. The Shareholder Eligibility Examination Committee consists of 03 (three) members, including 01 (one) Head and 02 (two) members, appointed/assigned by the Board of Directors to participate in the organization of the General Meeting of Shareholders and introduced at the meeting. The Shareholder Eligibility Examination Committee is responsible to the Presidium and the General Meeting of Shareholders for the performance of its duties.
2. Duties of the Shareholder Eligibility Examination Board:
 - a. Checking the eligibility of shareholders and authorized persons to attend the meeting;

- b. The Head of the Shareholder Eligibility Examination Board shall report on the situation of shareholders attending the meeting and the results of the shareholder eligibility examination at the meeting; conclusions on meeting the conditions for conducting the General Meeting of Shareholders;
- c. Perform other related tasks at the request of the Presidium.

Điều 5. Vote Counting Committee

- 1. The Vote Counting Committee consists of 03 (three) members, including 01 (one) Head and 02 (two) members, proposed by the Chairman of the meeting and elected/voted by the General Meeting of Shareholders at the meeting. The Vote Counting Committee is responsible to the Presidium and the General Meeting of Shareholders for the performance of its tasks.
- 2. Tasks of the Vote Counting Committee:
 - a. Counting votes, accurately determining voting results and election results at meetings;
 - b. Synthesize, make reports and announce the results of vote counting, voting results and election results at the meeting (as assigned by the Chairman of the meeting);
 - c. Consider and report to the Chairman of the meeting on cases of violation of voting and election rules or complaints about vote counting results (if any);
 - d. Perform other related tasks at the request of the Presidium.

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

- 1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session.
- 2. The General Meeting of Shareholders discusses and votes on each issue in the content of the program.
- 3. The voting shall be conducted by the meeting participants recording in the voting cards and voting in secret or by other methods under the guidance of the Organizing Committee of the Congress. The results of vote counting for voting cards shall be announced by the Vote Counting Committee or the Chairperson of the meeting immediately before the end of the meeting. Voting cards are applied in accordance with the provisions of Article 7 below.
- 5. Attendees who come after the meeting has opened, after completing the procedures for registering to attend the meeting with the Organizing Committee of the Congress, are allowed to attend and participate in voting on the remaining contents to be voted on according to the approved meeting agenda. In this case, the validity of the issues that have already been voted on is not affected.
- 6. The discussion, answering and replying to the discussion opinions of the participants at the meeting shall be carried out as follows:
 - a. The discussion at the meeting shall only be carried out within the prescribed time and fall within the scope of issues in the content of the program;
 - b. Participants wishing to discuss and exchange shall (i) register the contents in the discussion form (according to the form prescribed by the Organizing Committee of the Congress) and transfer it to the Organizing Committee of the Congress;

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- or (ii) comply with the instructions of the Organizing Committee of the Congress;
- c. The Organizing Committee of the Congress shall arrange the discussion sheets of the participants in the order of registration and transfer them to the Presidium;
- d. The Chairperson of the meeting or the person designated/assigned by the Chairperson of the meeting will answer and reply to the opinions of the participants;
- e. In case opinions have not been answered or answered directly at the meeting due to time limitations, they will be answered in writing or emailed to the meeting participants after the end of the meeting.

Điều 7. Voting cards at the General Meeting of Shareholders

1. Voting cards are distributed directly to the meeting attendees when completing the procedures for registering to attend the meeting with the Organizing Committee of the Congress.
2. Each person attending the meeting is only entitled to 01 (one) voting card. On each voting card, the name of the shareholder/representative of the shareholder, the number of the voting card, the total number of voting shares and the total number of votes of shareholders.
3. How to vote with a voting card:
 - a. Participants vote by marking "X" on the corresponding voting plan according to their choice: "Approve", "Disapprove" or "Abstain" for each voting issue written on the voting card;
 - b. Participants put their voting cards into the closed ballot box according to the instructions of the Organizing Committee of the Congress.
4. Voting ballot Regulations:
 - a. A valid voting ballot means a voting ballot that meets all the following conditions:
 - (i) The voting ballot issued by the Organizing Committee of the General Meeting (according to the form and with the Company's seal);
 - (ii) The voting ballot has full information and signatures of shareholders/representatives of shareholders attending the meeting;
 - (iii) The voting ballot is not torn, crossed, erased, or modified in content; do not write any additional contents/symbols other than the emitted sample;
 - b. Invalid voting ballot means a voting ballot in one of the following cases:
 - (i) The voting ballot does not fully meet the conditions specified at Point a above;
 - (ii) Voting ballots may not be placed in the ballot box and/or submitted after voting has ended and the ballot box has been sealed.

Invalid voting ballots will not be counted in the voting results.
5. In case there is a voting issue and the meeting participants do not choose or choose more than one voting option for a voting issue, it is considered that the meeting participants have voted "Abstain" on that voting issue.

6. Shareholders who have interests related to the voting content will not have the right to vote on such voting content. In this case, the total number of votes of shareholders will not be included in the number of valid votes for such voting content and the voting plan of shareholders (if any) will not be included in the voting results for such voting content.
7. In case the attendees are shareholders/representatives of shareholders who do not have the right to vote on the voting issue(s) as prescribed by the Charter and/or the provisions of law, the votes cast by/for persons who do not have the right to vote on such voting issue will not be included in the voting results.
8. The dismissal, dismissal, nomination, candidacy and election of members of the Board of Directors and members of the Supervisory Board (if any) shall be carried out in accordance with the Election Regulations approved by the General Meeting of Shareholders at the meeting in accordance with the provisions of the Charter and the provisions of law.

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

The minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders must be read/announced and approved before the end of the meeting.

Điều 9. Implementation provisions

1. Shareholders/representatives of shareholders attending the Extraordinary General Meeting of Shareholders 2025 must strictly abide by the Regulation on the Organization of this General Meeting. Depending on the severity of the violation, the Chairman of the meeting shall consider and decide on the appropriate form of handling in accordance with the provisions of the Charter and the provisions of law.
2. The Regulation on the Organization of this General Meeting consists of 09 (nine) Articles and takes effect as soon as it is approved by the General Meeting of Shareholders at the Extraordinary General Meeting of Shareholders 2025.

**TM. GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF THE BOARD OF
DIRECTORS**

(Signed)

NGUYEN HONG QUAN



PROPOSAL

(Re: Approval of the plan for implementation of the private placement of shares in 2025)

To: The General Meeting of Shareholders

Tien Phong Securities Corporation (the “Company” or “TPS”)

- Pursuant to the Law on Enterprises, the Law on Securities and other relevant law;
- Pursuant to the Charter on organization and operation of the Company (“**the Charter**”);
- Pursuant to Resolution of the BoD No. 26/2025/NQ-HDQT dated November 13, 2025, regarding the organization of the Extraordinary General Meeting of Shareholders in 2025;
- Pursuant to Resolution of the BoD No. 31/2025/NQ-HDQT dated December 05, 2025 regarding the approval of the documents for the Extraordinary General Meeting of Shareholders to be held on 26/12/2025;
- Based on the actual implementation of the procedures for registration of the Company’s private placement of shares,

The Board of Directors (“**BoD**”) respectfully submits this Proposal to the General Meeting of Shareholders (“**GMS**”) to consider and approve the contents related to the implementation plan for the private placement of the shares in 2025 of the Company, with the following specific contents:

A. Background and rationale for submitting the Private Placement Plan to the GMS at the EGM 2025

At the Annual General Meeting of Shareholders 2025, the GMS adopted Resolution No. 01/2025/NQ-DHDCDTN dated June 27, 2025 (“**Resolution 01/2025 of the GMS**”), which included approval of the plan for a private placement of shares to increase the Company’s charter capital. Pursuant to Resolution 01/2025 of the GMS and Proposal No. 05/2025/TTr-HDQT dated June 27, 2025, the Company intended to conduct a private placement of up to **350,000,000 shares** at an offering price of **VND 10,000 per share**.

During the preparation phase for implementing the plan, the Company recorded positive developments in the market price of ORS shares and reached a fundamentally favorable agreement with Tien Phong Commercial Joint Stock Bank (“**TPBank**”) regarding its participation as an investor in the private placement. With a commitment to maximizing the protection of shareholders’ interests, the BoD carefully assessed market factors, strategic opportunities and long-term benefits before proceeding with procedures to consult shareholders in writing on the private placement plan, ensuring alignment with actual conditions and the overall interests of the Company and its shareholders.

On that basis, the BoD issued Proposal No. 09/2025/TTr-HDQT dated August 26, 2025, submitting to the GMS for approval the private placement of **287,931,161 shares** to a single investor, TPBank, at an offering price of **VND 12,500 per share**. This plan

was approved by the GMS through the written voting process pursuant to Resolution No. 02/2025/NQ-DHDCD dated September 11, 2025 ("**Resolution 02/2025 of the GMS**"). Resolution 02/2025 of the GMS amended and replaced Resolution 01/2025 of the GMS with respect to matters concerning the private placement plan.

Based on Resolution 02/2025 of the GMS and relevant implementing resolutions of the BoD, the Company prepared the registration dossier for the private placement ("**Offering Registration Dossier**") and submitted it to the State Securities Commission of Vietnam ("**SSC**").

According to the SSC's opinion on the Offering Registration Dossier (Official Letter No. 7544/UBCK-QLKD dated November 14, 2025), the Company is required to submit to the GMS, for approval by direct voting at the meeting, the matters relating to the private placement plan in order to satisfy the statutory procedural requirements for the Offering Registration Dossier.

The contents relating to the private placement plan to be submitted to the GMS for approval at the EGM on December 26, 2025 (*as detailed below*) remain substantively unchanged from the plan previously approved under Resolution 02/2025 of the GMS.

Submitting these matters to the GMS for re-approval at the EGM is a necessary procedural step in accordance with law to ensure the completeness and validity of the Offering Registration Dossier as required by the competent authorities; reaffirm the shareholders' intention and consensus regarding the plan; reinforce the legal effect of the GMS resolutions and the relevant BoD implementing resolutions; and ensure continuity, transparency and certainty in the implementation of the Company's private placement plan.

The resolution of the GMS to be adopted at the EGM on December 26, 2025 regarding the matters related to the private placement plan ("**Resolution 03/2025 of the GMS**") will (i) serve as a supplementary document to reaffirm and consolidate the matters previously approved under Resolution 02/2025 of the GMS, and (ii) serve as a consolidated document replacing Resolution 02/2025 of the GMS in the Offering Registration Dossier as required by the SSC and other competent authorities (if any).

B. Contents relating to the implementation plan for the private placement of shares 2025 (the "Offering") to be submitted to the GMS for approval at the EGM 2025

I. Approval of the private placement plan and the plan for utilization of proceeds from the Offering (the "Private Placement Plan")

1. The Private Placement Plan

1	Stock's name	Shares of Tien Phong Securities Corporation (Stock code: ORS, HOSE).
2	Par value	VND 10,000 per share.
3	Type of shares offered	Common shares.
4	Total outstanding shares prior to the Offering	335,999,743 shares (<i>three hundred thirty-five million, nine hundred ninety-nine thousand, seven hundred forty-three shares</i>).
5	Treasury shares	0 (zero) shares.

6	Charter capital and total value of outstanding shares prior to the Offering (at par value)	VND 3,359,997,430,000 (<i>three trillion, three hundred fifty-nine billion, nine hundred ninety-seven million, four hundred thirty thousand Vietnamese dong</i>).
7	Number of additional shares to be offered	287,931,161 shares (<i>two hundred eighty-seven million, nine hundred thirty-one thousand, one hundred sixty-one shares</i>).
8	Value of additional shares to be offered (at par value)	VND 2,879,311,610,000 (<i>two trillion, eight hundred seventy-nine billion, three hundred eleven million, six hundred ten thousand Vietnamese dong</i>).
9	Ratio of additional shares to outstanding shares	85.69% of the total number of outstanding shares prior to the Offering.
10	Total outstanding shares after the Offering	Up to 623,930,904 shares (<i>six hundred twenty-three million, nine hundred thirty thousand, nine hundred four shares</i>).
11	Charter capital and total value of outstanding shares after the Offering (at par value)	Up to VND 6,239,309,040,000 (<i>six trillion, two hundred thirty-nine billion, three hundred nine million, forty thousand Vietnamese dong</i>).
12	Purpose of the Offering	To increase the Company's charter capital and supplement additional capital for the Company's business operations and professional activities.
13	Method of offering	Private placement of shares.
14	Offering price	VND 12,500 per share (<i>twelve thousand five hundred Vietnamese dong per share</i>).
15	Expected total proceeds from the Offering	VND 3,599,139,512,500 (<i>three trillion, five hundred ninety-nine billion, one hundred thirty-nine million, five hundred twelve thousand, five hundred Vietnamese dong</i>).
16	Investor and number of shares to be offered	Investor: Tien Phong Commercial Joint Stock Bank (TPBank), which qualifies as a professional securities investor under the Law on Securities. Number of shares offered to TPBank: The entire number of shares to be offered in the Offering.
17	Minimum successful offering rate	Not applicable.
18	Implementation schedule	Expected to be conducted during 2025 - 2026 after the GMS approves all matters relating to the Offering and the Private Placement Plan. The GMS authorizes the BoD to determine the specific timing and take all necessary steps to complete the Offering in accordance

		with applicable laws and the approval of the SSC.
19	Plan to ensure compliance with foreign ownership limits	As the Offering is made solely to a domestic investor (TPBank), the Company ensures compliance with the maximum foreign ownership cap of 49%. The GMS authorizes the BoD to develop and approve a detailed plan to ensure compliance with foreign ownership limits when implementing the Offering.
20	Treatment of unsubscribed or unsuccessfully placed shares	Any shares not fully subscribed or not successfully placed (including shares not registered for purchase, not paid for, odd-lot shares or shares not offered for any reason) will not be offered or distributed to any other investor. The Company will record the Offering results based on the actual number of shares successfully subscribed by the investor approved by the GMS.
21	Transfer restrictions	Shares issued in this private placement shall be subject to a one-year transfer restriction from the completion date of the Offering, except for transfers between professional securities investors, transfers pursuant to effective court judgments or arbitral awards, or inheritance transfers as prescribed by law.
22	Registration, depository, and additional listing of newly issued shares	The GMS approves the additional registration and depository of the newly issued shares with VSDC and the additional listing on HOSE. The GMS authorizes the BoD to implement and decide all matters relating to such registration, depository, and additional listing.

2. Plan for the Utilization of Proceeds from the Private Placement Plan

- a. The total expected proceeds from the Offering are **VND 3,599,139,512,500** (*three trillion, five hundred ninety-nine billion, one hundred thirty-nine million, five hundred twelve thousand, five hundred Vietnamese dong*). Such proceeds will be used to supplement the Company's capital for its business activities and operations, in accordance with the tentative allocation plan below:

No.	Intended Use	Tentative Allocation Ratio	Estimated Amount (VND)	Expected Disbursement / Utilization Time
1	Securities brokerage activities (including margin lending and	60%	2,159,483,707,500	

No.	Intended Use	Tentative Allocation Ratio	Estimated Amount (VND)	Expected Disbursement / Utilization Time
	advance payment for securities sales)			
1.1	Margin lending		2,059,483,707,500	Year 2026
1.2	Advance payment for securities sales		100,000,000,000	Year 2026
2	Proprietary trading activities	30%	1,079,741,853,750	
2.1	Investment in listed and registered-for-trading shares on the securities trading system		79,741,853,750	Year 2026
2.2	Investment in corporate bonds		1,000,000,000,000	Year 2026
3	Other investment and business activities (including capital investments and investments in facilities and IT infrastructure)	10%	359,913,951,250	
3.1	Investment and trading of valuable papers		329,913,951,250	Year 2026
3.2	Investment in IT infrastructure		30,000,000,000	Year 2026
Total		100%	3,599,139,512,500	

For the avoidance of doubt, the total actual amount to be utilized shall be determined based on the actual proceeds received from the Offering (corresponding to the actual results of the Offering).

- b. The GMS hereby approves the above capital utilization plan and authorizes/delegates to the BoD the full power to decide and implement the allocation ratio, prioritization, and utilization sequence of the proceeds from the Offering for each of the Company's business activities in accordance with the approved plan; and to amend, supplement or adjust the capital utilization plan as necessary from time to time to optimize capital efficiency, ensure capital safety, and comply with applicable laws.

II. Approval of the investor participating in the Offering

1. Detailed information on the investor participating in the Offering

- Investor: Tien Phong Commercial Joint Stock Bank ("TPBank"), incorporated under Establishment and Operation License No. 123/GP-NHNN, first issued by the State Bank of Vietnam on May 05, 2008. TPBank qualifies as a professional securities investor in accordance with the Law on Securities.
- Number of shares to be offered to TPBank: The full number of shares to be offered in the Offering, totaling **287,931,161 shares**.
- Private placement price applicable to TPBank: **VND 12,500 per share**.
- Expected proceeds: **VND 3,599,139,512,500**.

2. Public Tender Offer

Upon TPBank's participation in the private placement of shares in the Offering, the shareholding structure of TPBank and its related persons in the Company shall change as follows:

Shareholder	Before the Offering		After the Offering	
	Total outstanding shares: 335,999,743 shares		Expected total outstanding shares: 623,930,904 shares	
	No. of Shares	Ownership ratio	No. of Shares	Ownership ratio
TPBank	30.273.600	9.01%	318.204.761	51.00%
Related persons of TPBank	0	0	0	0
Total	30.273.600	9.01%	318.204.761	51.00%

The GMS approves the exemption for TPBank from the requirement to conduct a public tender offer as prescribed by law when purchasing shares under the Offering.

III. Approval of changes to charter capital; amendment of the Charter regarding charter capital; and changes to the Company's Securities Business License and Enterprise Registration Certificate

1. Approve the change/increase of the Company's charter capital upon completion of the Offering, whereby the charter capital shall be recorded/updated and changed/increased in accordance with the actual results of the Offering (but not exceeding the maximum charter capital specified in the Private Placement Plan).
2. Approve the amendment of the Company's Charter to record/update the new charter capital following the completion of the Offering.
3. Approve the delegation/authorization to the BoD and the Legal Representative of the Company to carry out procedures relating to the change/increase of charter capital and the amendment of the Charter regarding charter capital in accordance with applicable laws, specifically:
 - a. Delegate/authorize the BoD to determine the exact charter capital of the Company after completion of the Offering, based on the actual results thereof;
 - b. Delegate/authorize the BoD and/or the Legal Representative of the Company (as required in compliance with law) to conduct all procedures for registration of the change/increase of charter capital in accordance with the results of the Offering, including procedures for registering amendments and changes to the Company's Securities Business License and Enterprise Registration Certificate with the competent State authorities to record/update the new charter capital after the completion of the Offering.
4. Delegate/authorize the Legal Representative of the Company to sign and promulgate the amended Charter reflecting/updating the new charter capital after the completion of the Offering.

IV. Approval of matters relating to the authorization to the BoD for the implementation of the Offering and the Private Placement Plan

In addition to the matters assigned/authorized to the BoD as set out above, and those within the authority of the BoD pursuant to the Charter and applicable laws (if any), the GMS hereby approves the assignment/authorization to the BoD to exercise the authority and bear the responsibility to decide, implement, and perform all necessary procedures and tasks in connection with the implementation of the Offering and the Private Placement Plan, including but not limited to the following:

1. Decide and approve detailed matters relating to the Private Placement Plan, including but not limited to the amendment, supplementation, and adjustment of details of the plan when necessary based on the actual conditions of the Company and/or upon guidance or requirements of competent State authorities, to ensure that the Offering and the Private Placement Plan are implemented in compliance with applicable laws and in a manner that protects the interests of the Company.
2. Decide and determine the specific timing for the implementation of the Offering and the Private Placement Plan; decide and determine the specific number of shares to be offered to investors participating in the Offering in accordance with the actual circumstances of the Company and the approval of the SSC.
3. Evaluate, decide, and determine detailed matters relating to the dilution of shares and voting rights of shareholders after the completion of the Offering.
4. Decide and approve detailed matters relating to the procedures for distribution of shares to investors participating in the Offering.
5. Decide and approve detailed matters relating to the plan to ensure compliance with the foreign ownership limits of the Company upon implementing the Offering; decide and approve the contents of dossiers and documents relating to the plan to ensure compliance with applicable foreign ownership limits when implementing the Offering.
6. Decide and approve detailed matters relating to the allocation, balancing, and utilization of proceeds from the Offering, ensuring conformity with the Company's operating conditions, the purpose of the Offering, and the capital utilization plan as approved by the GMS.
7. Implement, decide, and approve detailed matters and contents of dossiers and documents necessary for registration and additional depository with the Vietnam Securities Depository and Clearing Corporation (VSDC), and additional listing with the Ho Chi Minh City Stock Exchange (HOSE), for all shares successfully issued in the Offering, ensuring compliance with applicable laws.
8. Implement and decide detailed matters relating to the change of the charter capital of the Company corresponding to the results of the Offering, including carrying out procedures for registration of changes/increases of the charter capital with respect to the Securities Business License and the Enterprise Registration Certificate of the Company at the competent State authorities.
9. Decide and approve expenses relating to and/or arising from the Company's implementation of the Offering.
10. Decide and approve all matters and carry out all other necessary procedures and tasks (if any) to complete the implementation of the Offering, the Private Placement Plan, and the increase of the charter capital of the Company in accordance with the contents and plans approved by the GMS.
11. The BoD assigns/authorizes the Chairman of the BoD and/or the General Director to sign the necessary documents, dossiers, and materials relating to the implementation of

the Offering and the Private Placement Plan. When deemed necessary, the BoD may assign/authorize the Chairman of the BoD and/or the General Director to perform one or some of the above tasks in accordance with applicable laws.

The BoD shall report to the GMS on the results of the additional offering of shares and the results of the increase in charter capital of the Company at the nearest GMS.

Respectfully submitted for approval.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Chairman of the BoD

Recipients:

- As recipients;
- Archive: Office of the BoD.

(signed and sealed)

NGUYEN HONG QUAN



**TIEN PHONG SECURITIES
CORPORATION**

No: 11/2025/TTr-HDQT

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Ho Chi Minh City, December 05 2025

PROPOSAL

(Re: Approval of amendments and supplements to the Charter)

To: The General Meeting of Shareholders

Tien Phong Securities Corporation (the “Company” or “TPS”)

- Pursuant to the Law on Enterprises, the Law on Securities and other relevant law;
- Pursuant to the Charter of Organization and Operation of the Company approved by the General Meeting of Shareholders under Resolution No. 01/2025/NQ-DHDCDTN dated June 27, 2025 (the “**Charter 27/06/2025**”);
- Based on the practical needs for the governance and management of the Company;
- Pursuant to Resolution of the BoD No. 31/2025/NQ-HDQT dated December 05, 2025 regarding the approval of the documents for the Extraordinary General Meeting of Shareholders to be held on 26/12/2025;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation to the Charter 27/06/2025 and the promulgation of the new Charter of organization and operation of the Company (the “**Charter 26/12/2025**”), specifically as follows:

The Board of Directors (“**BoD**”) respectfully submits this Proposal to the General Meeting of Shareholders (“**GMS**”) for consideration and approval the amendments and supplements to the **Charter 26/12/2025**, and the issuance of the new Charter of Organization and Operation of the Company (the “**Charter 26/12/2025**”), specifically as follows:

1. Necessity of amending and supplementing the Charter 27/06/2025

The amendments and supplements to the Charter 27/06/2025 are proposed to ensure compliance with relevant laws, maintain consistency between the applicable legal framework and the Company’s internal regulations, and meet the Company’s organizational, operational, and governance requirements.

2. Contents of the amendments and supplements

The amendments and supplements to the Charter 27/06/2025 cover provisions relating to Managers, Internal Persons, and the Legal Representative of the Company; the duties and powers of the GMS; the approval of resolutions of the GMS; the duties and powers of the BoD; the duties and powers of the General Director; and other matters in accordance with applicable laws.

The Charter 26/12/2025 shall take effect from the date of its approval by the General Meeting of Shareholders and shall supersede the Charter 27/06/2025.



The Charter 26/12/2025 shall take effect from the date it is approved by the GMS and shall supersede the Charter 26/12/2025.

(The draft Charter 26/12/2025 is attached to this Proposal)

Respectfully submitted for approval.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Chairman of the BoD

Recipients:

- As recipients;
- Archive: Office of the BoD.

(signed and sealed)

NGUYEN HONG QUAN





**TIEN PHONG SECURITIES
CORPORATION**

No. 12/2025/TTTr-HDQT

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Ho Chi Minh City, December 25 2025

PROPOSAL

Approval of the dismissal of an Independent Member of the BoD and changes to the structure of the BoD)

To: The General Meeting of Shareholders

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

- Pursuant to the Law on Enterprises, the Law on Securities and other relevant law;
- Pursuant to the Charter on organization and operation of the Company (the "Charter");
- Pursuant to the Resolution of the BoD No. 31/2025/NQ-HDQT dated December 05, 2025 regarding the approval of documents for the Extraordinary General Meeting of Shareholders to be held on December 26, 2025;
- Pursuant to the resignation letter dated December 24, 2025 of Mrs. Truong Thi Hoang Lan - Independent Member of the BoD;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. Approval of the dismissal of 01 (one) Independent Member of the BoD, namely Mrs. Truong Thi Hoang Lan.
2. Approval of the change in the number of members of the BoD for the term 2021 - 2026 from the current 05 (five) members to 04 (four) members, including 01 (one) Independent Member of the BoD. Accordingly, the structure of the BoD and the list of members of the BoD for the term 2021 - 2026 of the Company shall be as follows:

STT	Full name of the member Board of Directors	Title
1	(Mr.) Nguyen Hong Quan	Chairman of the BoD
2	(Mrs.) Pham Thi Huyen Trang	Vice Chairman of the BoD
3	(Mrs.) Dang Thi Bich Thuy	Member of the BoD
4	(Mr.) Tran Quang Huy	Independent Member of the BoD

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

Chairman of the BoD

Recipients:

- As recipients;
- Archive: Office of the BoD.

(signed and sealed)

NGUYEN HONG QUAN



**CHARTER OF ORGANIZATION AND OPERATION
TIEN PHONG SECURITIES CORPORATION**

Ho Chi Minh City, December 26, 2025

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LEGAL BASIS

1. Laws on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing, and guiding the implementation thereof (the Laws on Enterprises);
2. Laws on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and documents amending and supplementing the implementation thereof (the Laws on Securities);
3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of a number of articles of the Laws on Securities; Decree No. 245/2020/ND-CP dated September 11, 2025 of the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP; and other amending and supplementing documents (collectively, Decree No. 155/2020/ND-CP);
4. Decree No. 99/2016/ND-CP dated July 1, 2016 of the Government on the management and use of seals;
5. Circular No. 91/2020/TT-BTC dated November 13, 2020 of the Ministry of Finance providing for financial prudential ratios and remedial measures applicable to securities trading organizations failing to meet financial prudential requirements, and Circular No. 102/2025/TT-BTC dated October 29, 2025 amending and supplementing a number of articles of Circular No. 91/2020/TT-BTC (collectively, Circular No. 91/2020/TT-BTC);
6. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance providing guidance on a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP (Circular No. 116/2020/TT-BTC);
7. Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating the operation of securities companies, as amended and supplemented from time to time (Circular No. 121/2020/TT-BTC);
8. Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance providing guidance on information disclosure on the securities market, as amended and supplemented from time to time (Circular No. 96/2020/TT-BTC);
9. Circular No. 48/2019/TT-BTC dated August 8, 2019 of the Ministry of Finance providing guidance on the establishment and handling of provisions for inventory devaluation, investment losses, bad debts, and warranty liabilities for products, goods, services, and construction works at enterprises, as amended by Circular No. 24/2022/TT-BTC dated April 7, 2022 (Circular No. 48/2019/TT-BTC);
10. Circular No. 197/2015/TT-BTC dated December 3, 2015 of the Ministry of Finance regulating securities practice (Circular No. 197/2015/TT-BTC).

CHARTER OF ORGANIZATION AND OPERATION
TIEN PHONG SECURITIES CORPORATION
PART I. DEFINITION

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be construed as follows:
 - a. **“Company”** means Tien Phong Securities Corporation.
 - b. **“Establishment and Operation License”** means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission for the first time on December 29, 2006 to Phuong Dong Securities Joint Stock Company (the former name of the Company) and any amendments and supplements to the Company’s licenses from time to time.
 - c. **“Enterprise Registration Certificate”** means the Enterprise Registration Certificate of the Company with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, amended and supplemented from time to time.
 - d. **“Charter Capital”** means the Charter Capital of the Company as prescribed in Article 9 of the Charter.
 - e. **“Shareholder”** means an individual or organization that owns at least one share of the Company¹.
 - f. **“Major shareholder”** means a shareholder owning 5% or more of the Company's voting shares².
 - g. **“Dividend”** means after-tax profit distributed for each share in cash or other assets³.
 - h. **“Company Manager”** or **“Manager”** means the manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director⁴.
 - i. **“Internal persons of the Company”** or **“Insiders”** include the Chairman of the Board of Directors, members of the Board of Directors, Legal Representatives, General Director, Deputy General Director, Chief Financial Officers, Chief Accountants; Head of the Board of Supervisors and members of the Board of Supervisors; Company Secretary, Person in charge of corporate governance, Person authorized to disclose information.
 - j. **“Related person”** means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 46, Article 4 of the Laws on Securities.
 - k. **“Persons with family relations”** are persons having relationships as prescribed in Clause 22, Article 4 of the Laws on Enterprises.
 - l. **“Foreign ownership ratio”** means the total share ownership ratio to Charter capital of all foreign investors and economic organizations with foreign

¹ Clause 3, Article 4 of the Laws on Enterprises 2020

² Clause 18, Article 4 of the Laws on Securities 2019

³ Clause 5 Article 4 Laws on Enterprises 2020

⁴ Clause 24, Article 4 of the Laws on Enterprises 2020

investors holding more than 50% of the Charter Capital of such economic organizations.

- m. **“Laws on Enterprises”** means the Laws on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements from time to time.
 - n. **“Laws on Securities”** means the Laws on Securities No. 54/2019/QH14 which was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amended and supplemented from time to time.
- 2. In this Charter, references to any legal document shall include those amending, supplementing or replacing such documents.
 - 3. The headings (Points, Clauses, Articles, Sections, Chapters of this Charter) are used for convenience of reference and shall not affect the interpretation or construction of the content and meaning of this Charter.
 - 4. Words or terms that have been defined in the Laws on Enterprises and the Laws on Securities shall have the same meanings in this Charter unless the context otherwise requires.

PART II. NAME, FORM, HEAD OFFICE, OPERATION NETWORK, OPERATION TERM AND LEGAL REPRESENTATIVE

Article 2. Name, form, head office, operation network and operation term

- 1. Company Name:
 - Name in Vietnamese: CONG TY CO PHAN CHUNG KHOAN TIEN PHONG
 - Name in English: TIEN PHONG SECURITIES CORPORATION
 - Trading name: TP SECURITIES
 - Abbreviation: TPS
- 2. The Company is a joint stock company, with full legal status in accordance with the laws of the Socialist Republic of Vietnam.
- 3. Head Office of the Company:
 - Head Office Address: 7th Floor, Doji Building, 81-83-85 Ham Nghi Street, Saigon Ward, Ho Chi Minh City
 - Phone: (028) 39118014 Fax: (028) 39118015
 - Email: tpbs@tpbs.com.vn Website: www.tpbs.com.vn
- 4. Operation network of the Company:
 - a. The Company may establish branches, transaction offices and representative offices within and outside the territory of Vietnam to implement the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law;
 - b. Branches, transaction offices, representative offices are units under the Company, and the Company must take full responsibility for the operation of its branches, transaction offices, representative offices;
 - c. The name of the branch, transaction office or representative office must bear the name of the Company accompanied by the phrase “branch”, “transaction office” or “representative office” and its own name to distinguish it;

- d. The Company shall only conduct business operations at the locations where the head office, branches and transaction offices are located that have been approved by the State Securities Commission.
5. The Company's operation term shall commence from the date the Company is issued the Establishment and Operation License for the first time by the State Securities Commission and extend indefinitely, except for the case of premature termination of operation as prescribed in Clause 4, Article 92 of this Charter.

Article 3. Legal Representative⁵

1. The Company's Legal Representative is an individual representing the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons having related rights and obligations before the Arbitrator and the Court, and exercising other rights and obligations in accordance with law.
2. The Company has 01 (one) Legal Representative who is the General Director. The appointment and dismissal of the Legal Representative and/or the signing and termination of contracts for the General Director to change the Legal Representative of the Company from time to time shall be decided by the Board of Directors, unless otherwise mandatory by law.
3. The Legal Representative of the Company must reside in Vietnam. When leaving Vietnam, they must authorize in writing another individual who is a Manager or an internal person of the Company residing in Vietnam to exercise the rights and obligations of the Legal Representative. In this case, the Legal Representative shall remain responsible for the performance of the authorized rights and obligations.
4. Upon the expiration of the authorization period under Clause 3 of this Article, the Legal Representative of the Company has not returned to Vietnam and has no other authorization, the authorized person specified above shall continue to exercise the rights and obligations of the Legal Representative of the Company within the scope of authorization until when the Legal Representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the Legal Representative of the Company.
5. In case the Legal Representative of the Company is absent from Vietnam for more than 30 (thirty) days without authorizing another person to perform the rights and obligations of the Legal Representative, or in case the Legal Representative dies, goes missing, are being examined for penal liability, are temporarily detained, are serving imprisonment sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education institutions, are restricted or have lost their civil act capacity, have cognitive difficulties, control of behavior, prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, the Board of Directors shall appoint/designate another person as the Company's Legal Representative.

Article 4. Responsibilities of the Legal Representative of the Company⁶

1. The Legal Representative of the Company has the following responsibilities:
 - a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the lawful interests of the Company;

⁵ Article 12 of the Laws on Enterprises 2020 and Article 182 of Decree 155/2020/ND-CP

⁶ Article 13 Laws on Enterprises 2020

- b. Loyal to the interests of the Company; not abusing their positions or authority, and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals;
 - c. Promptly, fully and accurately notify the Company of the enterprise that he/she or his/her related person owns or has shares or capital contributions in accordance with the provisions of law.
- 2. The Legal Representative of the Company shall be personally responsible in accordance with the law for damage to the Company due to the breach of responsibilities specified in Clause 1 of this Article.

Article 5. The Company Seal

- 1. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices (if any).
- 2. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

PART III. SCOPE, BUSINESS OBJECTIVES AND OPERATIONS

Article 6. Scope of Business and Operations⁷

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

Article 7. Operational Objectives

The Company's operational objectives are:

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

Article 8. Rights and obligations of the Company

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

⁷ Articles 72, 86 of the Laws on Securities 2019

PART IV. CHARTER CAPITAL, SHARES AND SHAREHOLDERS

Article 9. Charter Capital and foreign ownership ratio

1. The Charter Capital of the Company is divided into many equal parts called shares, with a par value of 10,000 VND/share (ten thousand VND per share).
2. The Charter Capital of the Company is the total par value of all types of shares sold⁸, which must be guaranteed not to be lower than the minimum Charter Capital as prescribed by law. The specific Charter Capital of the Company from time to time is recorded in the Company's Establishment and Operation License and/or Enterprise Registration Certificate.
3. The Company may change the increase or decrease of the Charter Capital upon approval by the General Meeting of Shareholders in accordance with the provisions of law and the Charter⁹ (*refer to the information on the increase of the Company's Charter Capital updated in Appendix 01 - Charter Capital attached to the Charter*).
4. The foreign ownership rate in the Company is 49% (forty-nine percent).¹⁰

Article 10. Types of Shares¹¹

1. The shares of the Company consist only of ordinary share as of the date of adoption of this Charter. The holder of ordinary shares is an ordinary shareholder.
2. From time to time, in addition to ordinary shares, the Company may issue other types of preference shares upon approval of the General Meeting of Shareholders in accordance with the provisions of law. Preferred shares include the following types:
 - a. Dividend preference shares;
 - b. Redeemable Preferred Shares;
 - c. Voting preference shares;
 - d. Other preference shares: in accordance with the provisions set out in the preference share issuance plan, which is approved by the General Meeting of Shareholders, in conformity with the provisions of law.
3. Characteristics of the types of preferred shares:
 - a. Voting preference shares are ordinary shares with more voting rights than other ordinary shares; the number of votes of one voting preference share shall be decided by the General Meeting of Shareholders. Only organizations authorized by the Government are entitled to hold voting preference shares. The voting rights and the duration of voting preference in respect of voting preference shares held by organizations authorized by the Government shall be decided by the General Meeting of Shareholders. After the voting preference period, the voting preference shares shall be converted into ordinary shares¹²;
 - b. Dividend preference shares are shares that are paid dividends at a higher rate than the dividends of ordinary shares or a stable annual rate. Dividends are distributed annually, including fixed dividends and bonus dividends. Fixed dividends do not depend on the business results of the Company. The specific

⁸ Clause 1 Article 112 Laws on Enterprises 2020

⁹ Clause 2, Article 6 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹⁰ Clause 1 Article 77 of the Laws on Securities 2019

¹¹ Article 114 Laws on Enterprises 2020

¹² Clause 1 Article 116 Laws on Enterprises 2020

fixed dividend rate and the method of determining the bonus dividend are inscribed on the shares of the dividend preference shares¹³;

- c. Redeemable preference shares are shares for which the Company redeems the contributed capital at the request of the holder or in accordance with the conditions stated in the share certificates of the redeemable preference shares and the Charter (if any).¹⁴
4. The person entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be decided by the General Meeting of Shareholders upon implementation of the additional share issuance plan.
5. Each share of the same type gives the holder of that share equal rights, obligations and benefits.
6. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares in accordance with resolution of the General Meeting of Shareholders.
7. Ordinary shares used as underlying assets for the issuance of non-voting depository receipts (if any) are referred to as underlying ordinary shares. Non-voting depository receipts have economic interests and obligations corresponding to the underlying ordinary shares, except for voting rights.
8. The Company may issue other types of securities upon approval of the General Meeting of Shareholders or the Board of Directors, as applicable, in conformity with the provisions of law and the Charter.

Article 11. Shareholders¹⁵

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number of shares and the type of shares they own in the Company.
2. Shareholders who own 10% or more of the Charter Capital must not take advantage of their advantages to cause damage to the rights and interests of the Company and other shareholders.
3. Shareholders owning 10% or more of the Charter Capital must fully notify the Company within 24 (twenty-four) hours from the time they receive the information in the following cases:
 - a. The number of shares are frozen, pledged or handled pursuant to the Court's decision;
 - b. A shareholder being an organization decides to change its name or to divide, separate, dissolve or declare bankruptcy.
4. The Company must report to the State Securities Commission on the cases specified in Clause 3 of this Article within 05 (five) days from the date of receipt of the shareholder's notice.
5. A shareholder owns 10% or more of the Charter Capital and a related person of such shareholder may not own more than 5% of the Charter Capital of another securities company¹⁶.

¹³ Clause 1, Article 117 of the Laws on Enterprises 2020

¹⁴ Clause 1 Article 118 Laws on Enterprises 2020

¹⁵ Article 6 of Circular 121/2020/TT-BTC

¹⁶ Point c, Clause 2, Article 74 of the Laws on Securities 2019

6. Shareholders who are foreign investors must meet the conditions specified in Article 77 of the Laws on Securities¹⁷.

Article 12. Rights of ordinary shareholders¹⁸

1. Ordinary shareholders have the following rights:
 - a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other voting methods as prescribed by law and the Charter (if any). Each ordinary share carries 01 (one) vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Priority shall be given to the purchase of newly offered shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company, in accordance with the share offering plan and/or the Charter Capital increase plan approved by the General Meeting of Shareholders;
 - d. Freely transfer their shares to others, except for the case of restriction of transfer in accordance with the provisions of law and the Charter and/or under the conditions stated on the share certificates of the corresponding shares (if any);
 - e. Review, look up and extract information about names and contacts in the list of shareholders with voting rights; request correction of their inaccurate information;
 - f. Review, lookup, extract or copy the Charter, Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. Upon dissolution or bankruptcy of the Company, it is entitled to receive a portion of the remaining assets corresponding to the share ownership ratio in the Company;
 - h. Other rights as prescribed by law and the Charter (if any).
2. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the following rights:
 - a. Reviewing, looking up and extracting minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions must be approved by the Board of Directors and other documents, except for documents relating to trade secrets or business secrets of the Company;
 - b. Request the convening of a meeting of the General Meeting of Shareholders in cases specified in Clause 3 of this Article;
 - c. Request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company when deemed necessary. The request must be in writing and must include the contents specified at Point c, Clause 2, Article 115 of the Laws on Enterprises;
 - d. Other rights as prescribed by law and the Charter (if any).

¹⁷ Point d, Clause 2, Article 74 of the Laws on Securities 2019

¹⁸ Article 115 Laws on Enterprises 2020

3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares may request the convening of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its delegated;
 - b. Other cases as prescribed by the Charter (if any).
4. The request for convening the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the contents specified in Clause 4, Article 115 of the Laws on Enterprises. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the degree of violation, or decisions beyond its authority. Shareholders or groups of shareholders shall take full responsibility before law for the accuracy and truthfulness of documents and evidences provided to the Company and competent authorities when requesting the convening of the General Meeting of Shareholders.
5. Shareholders or groups of shareholders owning 10% or more of total number of ordinary shares have the right to nominate candidates to the Board of Directors or the Board of Supervisors. The nomination to the Board of Directors and the Board of Supervisors shall be carried out in accordance with the Election Regulations and/or the approval of the General Meeting of Shareholders on a case-by-case basis.

Article 13. Rights of shareholders owning voting preference shares¹⁹

1. Vote on matters under the authority of the General Meeting of Shareholders with the number of votes as prescribed at Point a, Clause 3, Article 10 of the Charter.
2. Other rights as ordinary shareholders, except for the right to transfer voting preference shares to other persons, unless such transfer is carried out pursuant to a legally effective judgments or decisions of the Court or by inheritance.

Article 14. Rights of shareholders owning dividend preference shares²⁰

1. Receive dividends as prescribed at Point b, Clause 3, Article 10 of the Charter.
2. Receive the remaining assets corresponding to the share ownership ratio in the Company, after the Company has fully paid off all debts and redeemable preference shares when the Company dissolves or goes bankrupt.
3. Other rights as ordinary shareholders, except for the case specified in Clause 4 of this Article.
4. Shareholders holding dividend preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate candidates to the Board of Directors and the Board of Supervisors, except for the case specified in Clause 6, Article 148 of the Laws on Enterprises.

Article 15. Rights of shareholders owning redeemable preference shares²¹

1. The Company shall be refunded the contributed capital according to the provisions of Point c, Clause 3, Article 10 of the Charter.
2. Other rights as ordinary shareholders, except for the case specified in Clause 3 of this Article.

¹⁹ Article 116 of the Laws on Enterprises 2020

²⁰ Article 117 of the Laws on Enterprises 2020

²¹ Article 118 Laws on Enterprises 2020

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

Article 16. Obligations of shareholders²²

1. Pay in full and on time the amount of shares committed to purchase. Shareholders are only responsible for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.
2. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of being repurchased by the Company or other person in accordance with the provisions of law. In case a shareholder withdraws part or all of the contributed share capital in contravention of the this Clause, such shareholder and the person with related interests in the Company must bear jointly liability for the debts and other property obligations of the Company within the value of the withdrawn shares and the damages incurred.
3. Comply with the Company's Charter and Internal Regulations on corporate governance.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Confidentiality of information provided by the Company in accordance with the provisions of law and the Charter; use the information provided only to exercise and protect their lawful rights and interests; it is strictly forbidden to disseminate or copy or transmit information provided by the Company to other organizations and individuals.
6. Perform other obligations as prescribed by law and the Charter (if any).

Article 17. Authorized representative of the shareholder is an organization²³

1. Authorized representative of an organizational shareholder must be an individual authorized in writing and perform the rights and obligations in accordance with law on behalf of such shareholder.
2. An organizational shareholder of the Company that owns at least 10% of the total ordinary shares may authorize a maximum of 03 (three) representatives.
3. Where an organizational shareholder appoints more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder being an organization does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
4. The appointment of an authorized representative must be in writing, must be notified to the Company and shall be effective from the date the Company receive the written notice. The authorization document must contain the principal contents as prescribed in Clause 4, Article 14 of the Laws on Enterprises.
5. Authorized representative must meet the criteria and conditions specified in Clause 5, Article 14 of the Laws on Enterprises.

²² Article 119 Laws on Enterprises 2020

²³ Article 14 Laws on Enterprises 2020

6. Responsibilities of the authorized representative of shareholders being organizations²⁴:
 - a. The authorized representative on behalf of the shareholder shall perform the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with law. All restrictions of shareholders on authorized representatives in exercising the rights and obligations of the corresponding shareholders at the General Meeting of Shareholders are not effective for third parties;
 - b. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; to exercise the authorized rights and obligations in an honest, prudent and best manner, to protect the lawful interests of the authorized shareholders;
 - c. The authorized representative shall be responsible to the authorized shareholders for the violation of the obligations specified in this Article. The authorized shareholder shall be responsible to the third party for liabilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 18. Register of Shareholders²⁵

1. The Company must establish and manage the Register of Shareholders/List of Shareholders from the date of issuance of the Establishment and Operation License. The Register of Shareholders/List of Shareholders can be a paper document, an electronic data recording information about the shareholders of the Company or both.
2. The register of shareholders/list of shareholders must contain the principal contents as prescribed in Clause 2, Article 122 of the Laws on Enterprises or regulations of other organizations with the function of managing the Register of Shareholders/List of Shareholders.
3. The Register of Shareholders/List of Shareholders shall be kept at the head office of the Company or other organizations with the function of managing the Register of Shareholders/List of Shareholders. Shareholders have the right to check, look up or extract, copy the names and contact addresses of the Company's shareholders during working hours of the Company or other organizations with the function of managing the Register of Shareholders/List of Shareholders.
4. In case the shareholder changes his or her contact address, he or she must promptly notify the Company or other authorized organizations to update it in the Register of Shareholders/List of Shareholders. The Company is not responsible for the failure to contact shareholders due to lack of notifications in changing of contact address.
5. The Company must promptly update the changes of shareholders in the Register of Shareholders/List of Shareholders at the request of relevant shareholders in accordance with the provisions of law.

Article 19. Shares, other financial products and securities

1. Shares²⁶:
 - a. Shares are securities that confirm the lawful rights and interests of the holders with respect to a portion of share capital of the Company. Shares must have all

²⁴ Article 15 Laws on Enterprises 2020

²⁵ Article 122 Laws on Enterprises 2020

²⁶ Article 121 of the Laws on Enterprises 2020

the main contents as prescribed in Clause 1, Article 121 of the Laws on Enterprises.

- b. In case there is an error in the content and form of shares issued by the Company, the rights and interests of the holders of such shares are not affected. The Company's Legal Representative is responsible for damages caused by such errors.
 - c. Where shares are lost, damaged or destroyed in other forms, the shareholders shall be reissued shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:
 - (i) Information about shares that have been lost, damaged or otherwise destroyed;
 - (ii) Commit to take responsibility for disputes arising from the reissuance of new shares.
2. Covered warrants:
- a. Covered warrant means a type of security with collateral issued by the Company, which allows the holder to purchase (call warrant) or to sell (put warrant) the underlying securities to the Company at a predetermined price, at or before a fixed time, or receive the difference between the exercise price and the price of the underlying securities at the time of execution²⁷.
 - b. Covered warrant holder is a partially secured creditor of the Company and has the rights and obligations prescribed by law, the prospectus when offering warrants (including but not limited to the rights to receive cash payment or receive the transfer of the underlying securities; the right to transfer, donation, inheritance, pledge, mortgage, etc.).
3. Financial products²⁸: The Company may offer financial products and perform all related operations in accordance with the provisions of law and the approval of the State Securities Commission from time to time.
4. Other securities: The certificate of ownership of bonds or other securities of the Company is issued with the signature of the Legal Representative of the Company or a person duly authorized by the Legal Representative of the Company and the Company's seal, or issued in electronic form in accordance with the provisions of law from time to time²⁹.

Article 20. Adjustment of Charter Capital

- 1. Increase of Charter Capital³⁰: After officially conducting securities business operations, upon approval of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant laws, the Company may increase the Charter Capital in the following forms:
 - a. Public offering of additional securities: public offering of additional shares or issuance of share purchase rights to existing shareholders;
 - b. Private placement of shares;

²⁷ Clause 6, Article 4 of the Laws on Securities 2019

²⁸ Clause 2, Article 86 of the Laws on Securities 2019, Article 202 of Decree 155/2020/ND-CP

²⁹ Article 8 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

³⁰ Article 187 of Decree 155/2020/ND-CP

- c. Offering and issuing shares in other forms leading to an increase in Charter Capital: issuance of shares for payment of dividends; issuance of shares to increase share capital from equity; issuance of shares under the option program for employees; issuance of shares for conversion of convertible bonds; issuance of shares to exercise the rights of warrants;
 - d. Other forms as prescribed by law (if any).
2. Decrease of Charter Capital³¹:
- a. Subject to the approval of the State Securities Commission, in accordance with relevant laws, the Company may decrease its Charter Capital in the following forms:
 - (i) Repurchase of shares for the purpose of decreasing Charter Capital in accordance with the provisions of Article 36 of the Laws on Securities;
 - (ii) Repurchase of shares at the request of shareholders specified in Article 21 of the Charter;
 - (iii) Other forms as prescribed by law (if any).
 - b. The Company shall decrease the Charter Capital in accordance with the provisions of the Laws on Enterprises and the Laws on Securities and meet the following conditions:
 - (i) The decreased equity must not be lower than the minimum Charter Capital as prescribed by the Laws on Securities;
 - (ii) The capital adequacy ratio after the decrease is at least 180%;
 - (iii) Capital decrease must be at least 12 (twelve) months apart;
 - (iv) The conditions of repurchase of its own shares specified in Article 36 of the Laws on Securities;
 - (v) Meet the regulations on foreign ownership ratio in accordance with the Laws on Securities.
3. The order and procedures for increasing and decreasing Charter Capital in each case shall be implemented in accordance with relevant laws.
4. After completing the increase or decrease of Charter Capital, the Company shall carry out the procedures for adjusting (i) the Establishment and Operation License of securities business and (ii) the Company's Enterprise Registration Certificate in accordance with relevant laws.

Article 21. Repurchase of shares at the request of shareholders³²

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

- 1. Shareholders who vote against the resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders specified in the Charter have the right to request the Company to repurchase their shares. The request for share repurchase must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the proposed selling price, and the

³¹ Clause 5, Article 112 of the Laws on Enterprises 2020, Article 36 of the Laws on Securities 2019 and Article 188 of Decree 155/2020/ND-CP

³² Article 132 of the Laws on Enterprises 2020

reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.

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

Article 22. Transfer of shares³³

1. The Company's shares are freely transferable, except for cases where transfer is restricted in accordance with the provisions of the Laws on Enterprises, the Laws on Securities, the Charter and/or specified in the share certificates of the corresponding shares.
2. The transfer of shares of the Company shall be carried out in the form of transactions on the securities market with the order and procedures for transfer in accordance with the provisions of the Laws on Securities.

Article 23. Bond Offering³⁴

1. The Company has the right to issue bonds, convertible bonds and other types of bonds in the form of private placement or public offering in accordance with the provisions of law.
2. The plan for private placement of convertible bonds and private placement of bonds with warrants require approval of the General Meeting of Shareholders.
3. The plan for offering non-convertible bonds without warrants require approval of the Board of Directors.

PART V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 24. Principles of governance and administration³⁵

1. The Company shall comply with the provisions of the Laws on Securities, the Law on Enterprise and relevant laws on corporate governance.
2. The Company has the responsibility to act honestly toward customers, not to infringe on their property, other legitimate rights and interests.
3. The Company must clearly delineate the responsibilities of the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the General Director in accordance with the Laws on Securities, the Law on Enterprise and relevant laws.
4. Other principles as prescribed by law and the Charter (if any).

Article 25. Organizational structure, governance and management supervision³⁶

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

³³ Article 127 Laws on Enterprises 2020

³⁴ Clause 2, Article 13 of Decree 153/2020/ND-CP

³⁵ Article 3 of Circular 121/2020/TT-BTC

³⁶ Article 137 of the Laws on Enterprises 2020 and Article 11 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

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

SECTION 1. GENERAL MEETING OF SHAREHOLDERS

Article 26. Rights and obligations of the General Meeting of Shareholders³⁷

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
 - a. To approve the development orientation of the Company;
 - b. To decide on the types of shares and the total number of shares of each type authorized for offering; decide on the annual dividend level of each type of shares;
 - c. To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
 - d. To approve investments or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest audited financial statements;
 - e. To decide on amendments and supplements to the Charter;
 - f. To approve audited annual financial statements;
 - g. To review and handle violations of members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;
 - h. To decide on reorganization and dissolution of the Company;
 - i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
 - j. To approve the Internal Regulation on Corporate Governance; Operation Regulations of the Board of Directors; Operation Regulations of the Board of Supervisors;
 - k. To approve the list of independent auditing firms; decide on an independent audit firm to inspect the Company's operations, dismiss or dismiss independent auditors when deeming it necessary;
 - l. Other rights and obligations as prescribed by relevant laws and the Charter (if any).

Article 27. General Meeting of Shareholders³⁸

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

³⁷ Article 138 of the Laws on Enterprises 2020

³⁸ Article 139 Laws on Enterprises 2020

2. The annual General Meeting of Shareholders must be held within 04 (four) months from the end of the fiscal year. In case it is not possible to held the meeting within this period, the Board of Directors has the authority to decide on extension for organizing the Annual General Meeting of Shareholders. The Company must report to the State Securities Commission in writing, clearly stating the reason and must hold the Annual General Meeting of Shareholders within the next 02 (two) months³⁹.
3. The Annual General Meeting of Shareholders discusses and approves the following matters:
 - a. The annual business plan of the Company;
 - b. The annual audited financial statements;
 - c. The report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d. The report of the Board of Supervisors on the business results of the Company, on the performance of the Board of Directors, the General Director;
 - e. The self-assessment report on the performance of the Board of Supervisors and the members of the Board of Supervisors;
 - f. The dividend rate for each share of each type;
 - g. Other matters fall under the authority of the General Meeting of Shareholders (if any).

Article 28. Convening the General Meeting of Shareholders⁴⁰

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Company;
 - b. The remaining number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
 - c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
 - d. At the request of the Board of Supervisors;
 - e. Other cases as prescribed by law and the Charter (if any).
2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date of occurrence of the case specified at Point b, Clause 1 of this Article or receive a request to convene a meeting specified at Points c and d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate the Company for damage incurred due to such failure.
3. In case the Board of Directors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 (thirty) days, the Board of Supervisors shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the Laws on Enterprises and

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

⁴⁰ Article 140 Laws on Enterprises 2020

the Charter. If the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for damages arising due to such failure.

4. In case the Board of Supervisors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to represent the Company to convene the General Meeting of Shareholders in accordance with the provisions of the Laws on Enterprises and the Charter.
5. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Preparing a list of shareholders entitled to attend the meeting;
 - b. Providing information and settling complaints related to the list of shareholders;
 - c. Preparing the agendas and contents of the meeting;
 - d. Prepare documents for the meeting;
 - e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in the case of election of members of the Board of Directors or Board of Supervisors;
 - f. Determining the time and venue of the meeting and the form of organization of the meeting;
 - g. Sending notices of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Laws on Enterprises and the Charter;
 - h. Other tasks serving the meeting.
6. Members of the Board of Directors and members of the Board of Supervisors must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); in case of force majeure, members of the Board of Directors and members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors⁴¹.
7. Where the audit report of the Company's annual financial statements contains material exceptions, adverse audit opinions or disclaimers, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the obligation to attend the Company's Annual General Meeting of Shareholders⁴².
8. All expenses for convening and conducting the General Meeting of Shareholders under this Article will be reimbursed by the Company on the basis of valid and complete documents. The cost of convening and conducting this General Meeting of Shareholders does not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

Article 29. List of shareholders entitled to attend the General Meeting of Shareholders⁴³

⁴¹ Clause 4, Article 273 of Decree 155/2020/ND-CP

⁴² Clause 4, Article 273 of Decree 155/2020/ND-CP

⁴³ Article 141 Laws on Enterprises 2020

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the Register of Shareholders/List of Shareholders of the Company. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date⁴⁴. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, contact address, nationality, and legal identification number of the individual shareholders; name, enterprise code or legal identification number of the organization, address of the head office of the organizational shareholders; the number of shares of each type, the number and date of registration of shareholders of each shareholder.
3. Shareholders have the right to check, lookup, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The manager of the Company must promptly provide information in the Register of Shareholders/List of Shareholders, amend and supplement false information at the request of shareholders; to be responsible for compensation for damage arising from failure to provide or to provide timely and inaccurate information on the Register of Shareholders/list of shareholders as requested. The order and procedures for requesting the provision of information in the Register of Shareholder /List of Shareholder shall comply with the provisions of the Charter.

Article 30. Agenda and contents of the General Meeting of Shareholders⁴⁵

1. The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.
2. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
3. In case the convener of the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, at least 02 (two) working days before the opening date of the General Meeting of Shareholders, he must reply in writing and clearly state the reason. The convener of the General Meeting of Shareholders has the right to refuse a proposal if it falls into one of the following cases:
 - a. The petition is not submitted in accordance with Clause 2 of this Article;
 - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Charter;
 - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders.

⁴⁴ Clause 1, Article 273 of Decree 155/2020/ND-CP; Point b, Clause 4, Article 11 of Circular 96/2020/TT-BTC

⁴⁵ Article 142 of the Laws on Enterprises 2020

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

Article 31. Invitation to attend the General Meeting of Shareholders⁴⁶

1. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date. The notice of invitation to the meeting must contain the name, address of the head office and enterprise code; names, contact addresses of shareholders, meeting time and venue of the meeting and other requirements for meeting participants.
2. The notice of invitation to the meeting shall be sent by the method to ensure that the contact address of the shareholders is reached and posted on the Company's website; where deemed necessary by the Company, it may also be published in the central or local daily newspaper.
3. The notice of invitation to the meeting must be attached with the following documents:
 - a. The meeting agenda, documents used in the meeting and draft resolutions for each matter in the meeting agenda;
 - b. Voting ballots.
4. The attached meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting such documents on the Company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

Article 32. Exercising the right to attend the General Meeting of Shareholders⁴⁷

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize in writing one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3 of this Article.
2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders shall comply with the provisions of civil law and must be made in writing, which must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the contents and scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized parties. Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the participants must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).
3. Shareholders are deemed to attend and vote at the General Meeting of Shareholders in the following cases:
 - a. Attending and voting directly at the meeting;

⁴⁶ Article 143 of the Laws on Enterprises 2020

⁴⁷ Article 144 of the Laws on Enterprises 2020

- b. Authorizing other individuals and organizations to attend and vote at meetings;
- c. Attending and voting through online conferences;
- d. Participating in voting through the electronic voting system;
- e. Sending voting ballots to the meeting by mail, fax, email or other forms as prescribed by law and the Charter (if any).

Article 33. Conditions for conducting the General Meeting of Shareholders⁴⁸

- 1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.
- 2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 (thirty) days from the scheduled date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total votes.
- 3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 (twenty) days from the scheduled date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.
- 4. Only the General Meeting of Shareholders has the authority to decide to change the meeting agenda which has been sent together with the notice of invitation to the meeting specified in Article 30 of the Charter.

Article 34. Procedures for conducting meetings and voting at the General Meeting of Shareholders⁴⁹

The procedures for conducting meetings and voting at the General Meeting of Shareholders are carried out as follows:

- 1. Before the opening of the meeting, registration of shareholders attending the General Meeting of Shareholders must be conducted.
- 2. The election of the Chairman, Secretary and Vote Counting Committee of the General Meeting of Shareholders is carried out as follows:
 - a. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to preside over meetings of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily incapable of performing duties, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting on the principle of majority. If no Chairperson can be elected, the Head of the Board of Supervisors shall allow the General Meeting of Shareholders to elect the Chairperson of the meeting and the person with the highest number of votes to be the Chairperson of the meeting;
 - b. Except for the case specified in Point a of this Clause, the signatories shall convene a meeting of the General Meeting of Shareholders presides so that the

⁴⁸ Article 145 Laws on Enterprises 2020

⁴⁹ Article 146 Laws on Enterprises 2020

- General Meeting of Shareholders elects the Chairperson of the meeting and the person with the highest number of votes to chair the meeting;
- c. The Chairperson shall appoint one or several persons to act as the secretary of the meeting;
 - d. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must determine the time allocated for each matter in the meeting agenda.
 4. The Chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the will of the majority of the participants.
 5. The General Meeting of Shareholders discusses and votes on each matter in the agenda. The voting is conducted by votes in favor, against, or abstentions. The results of vote counting shall be announced by the Chairperson or the person assigned by the Chairperson immediately before the closing of the meeting.
 6. Shareholders or authorized persons who attend the meeting after the opening of the meeting may still registered and have the right to participate and vote immediately after registration. In this case, the validity of the previously voted matters remains unchanged.
 7. The convener or chairperson of the General Meeting of Shareholders has the following rights:
 - a. Require all participants to undergo inspections or other lawful and reasonable security measures;
 - b. Request the competent authority to maintain the order of the meeting; expel persons who fail to comply with the executive authority of the Chairman, deliberately disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
 8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 (three) working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have sufficient convenient seating for all participants;
 - b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
 - c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting cannot be conducted in a fair and lawful manner.
 9. In case the Chairman postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the Chairman to administer the meeting until the end; All resolutions passed at that meeting remain valid and enforceable.
 10. In addition to organizing the General Meeting of Shareholders in the traditional form in accordance with this Charter, the General Meeting of Shareholders may be held

online depending on the decision of the convener of the General Meeting of Shareholders in each specific case.

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

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

Article 35. Form of approval of resolutions of the General Meeting of Shareholders⁵⁰

1. The General Meeting of Shareholders may approve all matters falling within its authority by voting at the meeting or collecting written opinions.
2. Resolutions of the General Meeting of Shareholders on the matters specified at Points a, b, c, d, e, f, Clause 3, Article 27 of this Charter must be adopted at the Annual General Meeting of Shareholders.
3. The competence and mode of collecting shareholders written opinions to approve resolutions of the General Meeting of Shareholders shall comply with Article 37 of the Charter.

Article 36. Conditions for approval resolutions of the General Meeting of Shareholders⁵¹

1. A resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:
 - a. Change of Charter Capital, type of shares and total number of shares of each type;
 - b. Change of business lines, trades and fields;
 - c. Changes in the organizational structure of the Company's management specified in Article 25 of the Charter;
 - d. Approval of the matter specified at Point d, Clause 2, Article 26 of the Charter;
 - e. Reorganization and dissolution of the Company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.
3. The voting for the election of members of the Board of Directors and the Board of Supervisors must be carried out by the method of cumulative voting, whereby:
 - a. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholders have the right to allocate all or part of their total votes to one or several candidates;

⁵⁰ Article 147 Laws on Enterprises 2020

⁵¹ Article 148 of the Laws on Enterprises 2020

- b. The elected members of the Board of Directors or the Board of Supervisors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the required number of members to be elected at the time is filled;
 - c. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes, or selected according to the criteria specified in the Election Regulations and/or as approved by the General Meeting of Shareholders in the on a case-by-case basis.
4. Where a resolution is approved in the form of written opinions, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote, except for the cases specified in Clauses 3 and 6 of this Article.
5. Resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is passed. The submission of the resolution may be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of adoption of the resolution of the General Meeting of Shareholders.
6. A Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders holding preference shares shall only be approved by shareholders holding preference shares of the same class attending the meeting who own at least 75% of the total number of preference shares of that class, or if it is approved by shareholders holding preference shareholders of the same class who own at least 75% of the total number of shares the preferential portion of that class in case where resolutions are approved in the form of collecting written opinions.

Article 37. Authority and procedure for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders⁵²

The authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' written opinions to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 35 of the Charter.
2. The Company must disclose information about the expected last registration date for exercising the rights of existing shareholders at least 10 (ten) days before the expected last registration date⁵³. The Board of Directors shall prepare the opinion ballots, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolutions, the explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote at least 10 (ten) days before the deadline for returning the opinion ballots. The preparation of the list of shareholders to send opinion written consent shall comply with the provisions of Clause 1 and Clause 2, Article 29 of the Charter. Requirements and methods of sending opinion ballots and enclosed documents shall comply with the provisions of Article 31 of the Charter.

⁵² Article 149 Laws on Enterprises 2020

⁵³ Point a, Clause 4, Article 11 of Circular 96/2020/TT-BTC

3. The written opinion ballot must include the principal contents specified in Clause 3, Article 149 of the Laws on Enterprises.
4. Shareholders may send the completed written opinion ballot to the Company by mail, fax, email or electronic voting according to the following provisions :
 - a. In case of sending by mail: The completed opinion ballot must be signed by the individual shareholder, the authorized representative or the Legal Representative of the shareholder being an organization. The written opinion ballot sent to the Company must be placed in a sealed envelope and no one is allowed to open it before counting the votes;
 - b. In case of sending by fax or email: The written opinion poll sent to the Company must be kept confidential until the time of counting votes;
 - c. In case of sending opinions through the electronic voting system: Comply with the regulations on electronic voting applied by the Company from time to time;
 - d. Written opinion ballots sent to the Company after the deadline specified in the written opinion ballot or have been opened in the case of mail delivery , or disclosed in case of fax or e-mail are invalid. A written opinion ballot that is not sent back is deemed a ballot not participate in voting.
5. The Board of Directors organizes the vote counting and prepares the vote counting minutes under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions of the Company. The vote counting minutes must contain the principal contents specified in Clause 5, Article 149 of the Laws on Enterprises.
 Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 (twenty-four) hours from the end of the vote counting.
7. Completed written opinion ballots, voting counting minutes, resolutions that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
8. The resolution is adopted in the form of collecting shareholders' written opinions has the same validity as the resolution passed at the General Meeting of Shareholders.

Article 38. Minutes of the General Meeting of Shareholders⁵⁴

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language and must include the principal contents specified in Clause 1, Article 150 of the Laws on Enterprises.

In case the Chairperson or Secretary refuses to sign the minutes of the meeting, such minutes shall take effect if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed in Clause 1, Article 150 of

⁵⁴ Article 150 Laws on Enterprises 2020

the Laws on Enterprises. The minutes of the meeting clearly state the refusal to sign the minutes of the meeting of the Chairman or Secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
3. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
4. Minutes prepared in Vietnamese and foreign languages have the same legal validity. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days from the end of the meeting. The sending of the minutes of the meeting may be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of adoption of the resolution of the General Meeting of Shareholders.
6. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the approved resolution and relevant documents enclosed with the notice of invitation to the meeting must be kept at the head office of the Company.

Article 39. Request for annulment of resolutions of the General Meeting of Shareholders⁵⁵

Within 90 (ninety) days from the date on which the resolution or the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results of the General Meeting of Shareholders are sent to shareholders or posted on the Company's website, shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter may request the Court or the Arbitrator to consider and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting or collecting shareholders' written opinions and issuing the decisions of the General Meeting of Shareholders in serious violation of the provisions of the Laws on Enterprises and the Charter, except for the case specified in Clause 2, Article 40 of this Charter.
2. The content of the resolution violates the law or the Charter.

Article 40. Effectiveness of resolutions of the General Meeting of Shareholders⁵⁶

1. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective time stated in such resolution.
2. The resolution of the General Meeting of Shareholders passed by 100% of the total number of voting shares is lawful and effective even if the order and procedures for convening meetings, collecting shareholders' written opinions and passing such resolution violate the provisions of the Laws on Enterprises and the Charter.
3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under Article 39 of the Charter, such resolution shall remain effective until the decision to cancel such resolution of the

⁵⁵ Article 151 of the Laws on Enterprises 2020

⁵⁶ Article 152 of the Laws on Enterprises 2020

Court or Arbitrator takes effect. except for cases of application of provisional emergency measures under decisions of competent State agencies.

SECTION 2. BOARD OF DIRECTORS

Article 41. Rights and obligations of the Board of Directors⁵⁷

1. The Board of Directors is the management body of the Company, has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following rights and obligations:
 - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b. Proposals on the types of shares and the total number of shares entitled to be offering of each type;
 - c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
 - d. Deciding on the selling price of shares and bonds of the Company;
 - e. Decide on investment plans and investment projects within its authority and within the limits prescribed by law;
 - f. Deciding on solutions for market development, marketing and technology;
 - g. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements. This provision does not apply to contracts and transactions under the decision-making competence of the General Meeting of Shareholders in accordance with the provisions of law and the Charter;
 - h. Elect, remove and dismiss of the Chairman of the Board of Directors and Vice Chairman of the Board of Directors (if any); appointment, dismissal, signing of contracts, termination of contracts for the General Director, Deputy General Director and other managerial and executive positions under the competence of the Board of Directors in accordance with the provisions of law or internal regulations of the Company (if any); decide on salaries, remuneration, bonuses and other benefits of the above-mentioned managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons;
 - i. Supervise and direct the General Director and other managers in management of the Company's daily business operations;
 - j. Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, transaction offices, representative offices;

⁵⁷ Article 153 Laws on Enterprises 2020

- k. Decide to establish subcommittees under the Board of Directors to support and advise the Board of Directors in managing the Company and performing the functions and tasks of the Board of Directors;
 - l. Prepare contents and documents to be submitted to the General Meeting of Shareholders for approval of matters under the authority of the General Meeting of Shareholders, except for matters falling under the duties and powers of the Board of Supervisors; approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect shareholders' written opinions to approve matters under the authority of the General Meeting of Shareholders;
 - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n. Propose dividends rates to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business operations;
 - o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
 - p. Other rights and obligations as prescribed by law and the Charter (if any).
3. The Board of Directors also has the following responsibilities and obligations⁵⁸:
- a. Be accountable to shareholders for the Company's operations;
 - b. Treat all shareholders equally and respect the interests of persons having related interests to the Company;
 - c. Ensure that the Company's operations comply with the provisions of the law, the Charter and internal regulations of the Company;
 - d. Develop the Operation Regulations of the Board of Directors and submit them to the General Meeting of Shareholders for approval and publication on the Company's website;
 - e. Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, General Director and other managers, including misuse of Company assets and abuse of transactions with related parties;
 - f. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with law;
 - g. Appoint the person in charge of corporate governance;
 - h. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the Company;
 - i. Report on the operations of the Board of Directors at the General Meeting of Shareholders in accordance with law;
 - j. Pay dividends to shareholders in accordance with the provisions of law after being approved by the Annual General Meeting of Shareholders.

⁵⁸ Article 278 of Decree 155/2020/ND-CP

4. The Board of Directors approves resolutions and decisions by voting at the meeting, collecting written opinions, or in other forms prescribed by the Charter (if any). Each Board member has one vote.
5. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Charter, cause damage to the Company, the members who vote in favor of such resolution or decision must be jointly and severally liable for the resolution or decision, and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above resolution or decision.

Article 42. Term and number of members of the Board of Directors⁵⁹

1. The Board of Directors must have no less than 03 (three) members and no more than 07 (seven) members. The General Meeting of Shareholders shall decide on the number of members of the Board of Directors in each term. The structure of the Board of Directors should ensure⁶⁰:
 - a. The number of non-executive members of the Board of Directors of the Company must satisfy the following requirements:
 - (i) Having at least 01 (one) non-executive member in case where the Company has from 03 (three) to 05 (five) members of the Board of Directors;
 - (ii) There are at least 02 (two) non-executive members in case where the Company has from 06 (six) to 07 (seven) members of the Board of Directors.
 - b. The number of independent members of the Board of Directors of the Company must satisfy the following requirements:
 - (i) Having at least 01 (one) independent member in case where the Company has from 03 (three) to 05 (five) members of the Board of Directors;
 - (iii) There are at least 02 (two) independent members in case where the Company has from 06 (six) to 07 (seven) members of the Board of Directors.
2. The term of office of the Board of Directors and members of the Board of Directors shall not exceed 05 (five) years; may be re-elected for an unlimited number of terms, except for the case where an individual is only elected as an independent member of the Board of Directors for no more than 02 (two) consecutive terms.
3. In case all members of the Board of Directors concurrently reach the end of their term, such members shall continue to act as members of the Board of Directors until a new member is elected to replace and take over the work.
4. In case a member is elected to supplement or replace a member who is dismissed or removed from office within the term of office, the term of office of such member is the remaining term of the Board of Directors.

⁵⁹ Article 154 of the Laws on Enterprises 2020

⁶⁰ Article 276 of Decree 155/2020/ND-CP

Article 43. Criteria and conditions for membership of the Board of Directors⁶¹

1. Members of the Board of Directors must meet the following criteria and conditions:
 - a. Having full civil act capacity, not being subject to the establishment and management of enterprises as prescribed in Clause 2, Article 17 of the Laws on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the fields, branches and business lines of the Company and not necessarily being a shareholder of the Company;
 - c. Members of the Board of Directors of the Company must not be concurrently members of the Board of Directors, members of the Board of Members, General Director/Directors of other securities companies⁶²;
 - d. A member of the Board of Directors of the Company may only be a member of the Board of Directors or the Board of Members at a maximum of 05 (five) other companies other than securities companies⁶³.
2. Non-executive members of the Board of Directors are members of the Board of Directors who are not the General Director, Deputy General Director, Branch Director, Chief Financial Officer and Chief Accountant of the Company⁶⁴.
3. An independent member of the Board of Directors must meet the following criteria and conditions:
 - a. Not being a person currently working for the Company, its parent company or subsidiaries; not having worked for the Company, the parent company or its subsidiaries for at least 03 (three) consecutive years;
 - b. Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;
 - c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, natural child, adopted child, or sibling is a major shareholder of the Company or a manager of the Company or its subsidiaries;
 - d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
 - e. Not being a person who has been a member of the Board of Directors or Board of Supervisors of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;
 - f. Other criteria and conditions as prescribed by law (if any).
4. Non-executive members of the Board of Directors and independent members of the Board of Directors must notify the Board of Directors that they no longer fully meet the conditions specified in Clause 2 and Clause 3 of this Article and automatically ceases to be a non-executive or an independent members of the Board of Directors from the date of failure to meet the conditions. The Board of Directors must notify such case at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders or collect shareholders' written opinions to elect additional or

⁶¹ Article 155 of the Laws on Enterprises 2020

⁶² Clause 1, Article 8 of Circular 121/2020/TT-BTC

⁶³ Clause 3, Article 275 of Decree 155/2020/ND-CP

⁶⁴ Clause 56, Article 3 of Decree 155/2020/ND-CP

replacement members of the Board of Directors within 06 (six) months from the date of receipt of notices from the relevant non-executive or independent member of the Board of Directors.

5. Non-executive members of the Board of Directors and independent members of the Board of Directors have the same rights and obligations as other members of the Board of Directors.

Article 44. Candidacy and nomination of members of the Board of Directors⁶⁵

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders or the deadline for returning written opinion ballot in case of collecting shareholders' written opinions on the Company's website so that shareholders may review the candidates before voting. Candidates must provide a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the published candidate must include at least the following:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work experience;
 - d. Other managerial positions (including positions on the Board of Directors or the Board of Members of another company);
 - e. Interests related to the Company and its related parties (if any).

The Company shall be responsible for disclosing information about the companies in which the candidate is holding the position of Board of Directors, other managerial positions and interests related to the Company of candidates for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares as prescribed in Clause 5, Article 12 of the Charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Election Regulations and/or as approved by the General Meeting of Shareholders on a case-by-case basis.
3. In case the number of candidates for the Board of Directors approved for nomination and candidacy remains insufficient for the number of members of the Board of Directors required to be elected, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the Charter and Internal Regulations on corporate governance of the Company. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

Article 45. Rights and obligations of members of the Board of Directors⁶⁶

1. Members of the Board of Directors have full rights in accordance with the provisions of the Laws on Enterprises, the Laws on Securities, other relevant laws and the Charter, including the right to be provided with information and documents on the financial

⁶⁵ Article 274 of Decree 155/2020/ND-CP

⁶⁶ Article 277 of Decree 155/2020/ND-CP

status and business operations of the Company and its units. The right to provide information of members of the Board of Directors is exercised as follows⁶⁷:

- a. Members of the Board of Directors have the right to request members of the Board of Directors and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and its units;
 - b. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
2. Members of the Board of Directors are responsible as prescribed in the Laws on Enterprises, the Laws on Securities, other relevant laws and the Charter, in addition, they must ensure the following responsibilities:
- a. Perform their duties honestly and carefully for the best interests of shareholders and the Company;
 - b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;
 - c. Promptly and fully report to the Board of Directors the remuneration they receive from their subsidiaries, affiliates, and other organizations;
 - d. Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries, or companies controlled by the Company with more than 50% of the Charter Capital, with members of the Board of Directors and related persons of such members; transactions between the Company and a company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;
 - e. Disclosure of information when trading the Company's shares in accordance with the provisions of law.
3. Each independent member of the Board of Directors must prepare an evaluation report on the operation of the Board of Directors⁶⁸.

Article 46. Chairman of the Board of Directors⁶⁹

1. The Chairman of the Board of Directors shall be elected, removed or dismissed from office among the members of the Board of Directors. The Board of Directors shall elect 01 (one) member of the Board of Directors as the Chairman of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently act as the General Director of the Company⁷⁰.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Formulate programs and plans for operations of the Board of Directors;
 - b. Prepare the agenda, contents and documents for the meeting; convene, preside over and acts as chairperson of meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;

⁶⁷ Article 159 of the Laws on Enterprises 2020

⁶⁸ Clause 3, Article 277 of Decree 155/2020/ND-CP

⁶⁹ Article 156 Laws on Enterprises 2020

⁷⁰ Clause 2, Article 275 of Decree 155/2020/ND-CP

- d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Preside over the General Meeting of Shareholders;
 - f. Assign tasks to members of the Board of Directors; supervise members of the Board of Directors in the performance of assigned tasks and their common rights and obligations;
 - g. Other rights and obligations as prescribed by law and the Charter (if any).
4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he or she must authorize in writing 01 (one) other member to perform the rights and perform the obligations of the Chairman of the Board of Directors. Where there is no authorized person or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving imprisonment sentences, is serving administrative handling measures at compulsory detoxification facility, or a compulsory education institution, escape from their places of residence, has restricted or lost their civil act capacity, has difficulties in cognition and behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect 01 (one) person among the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.
5. When deeming necessary, the Board of Directors shall decide to appoint the Company Secretary. The Company Secretary has the following rights and obligations:
- a. Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
 - b. Assist members of the Board of Directors in exercising their assigned rights and obligations;
 - c. Assisting the Board of Directors in applying and implementing the principles of corporate governance;
 - d. Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; comply with the obligation to information provision, information disclosure and administrative procedures;
 - e. Other rights and obligations as assigned by the Board of Directors from time to time in accordance with the provisions of law and the Charter (if any).

Article 47. Board Meetings⁷¹

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest voting ratio. In case there is more than one member with the highest number of votes or the highest voting ration, the members shall vote on the principle of majority to elect 01 (one) of them to convene a meeting of the Board of Directors.
2. The Board of Directors meets at least once every quarter and may hold extraordinary meetings in accordance with the order and procedures specified in the Charter and Internal Regulations on Corporate Governance of the Company. The organization of meetings of the Board of Directors, meeting agendas and related documents shall be

⁷¹ Article 157 of the Laws on Enterprises 2020 and Clause 1 of Article 279 of Decree 155/2020/ND-CP

notified in advance to the members of the Board of Directors within the time limit prescribed by law and the Charter. The Board of Directors meets at the Company's head office or elsewhere at the discretion of the majority of the Board of Directors. The meeting location of the Board of Directors is the place where the Chairman of the meeting is present. Board meetings can be held in the form of online conferences between Board members when all or some members are in different locations.

3. The 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 05 (five) other managers;
 - c. At the request of at least 02 (two) members of the Board of Directors;
 - d. Other cases as prescribed by the Charter (if any).
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and matters to be discussed and decided under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the proposal specified in Clause 3 of this Article. If the Chairperson fails to convene a meeting of the Board of Directors as requested, the Chairperson of the Board of Directors shall be responsible for the damage caused to the Company due to the failure to convene a meeting of the Board of Directors as prescribed in this Article; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 (three) working days before the date of the meeting. The notice of invitation to the meeting must specify the meeting time and venue, the agenda, and the matters to be discussed and decided. The notice of invitation to the meeting must be accompanied by documents used at the meeting and voting ballots of members.

The notice of invitation to the meeting may be sent by written invitation, telephone, fax, electronic means or other means, but must ensure delivery to the contact address of each member of the Board of Directors registered at the Company.
7. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and accompanying documents to the Supervisors as for members of the Board of Directors.

The Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but are not entitled to vote.
8. A meeting of the Board of Directors shall be held when at least $\frac{3}{4}$ (three-quarters) of the total number of members attend. If a meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 (seven) days from the date of the intended first meeting. In such case, the meeting shall be held if more than $\frac{1}{2}$ (one-half) of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are deemed to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
 - b. Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;
 - d. Send voting ballots to the meeting via mail, fax, email.
 - e. Send voting ballots by other means as prescribed in the Charter and/or Operation Regulations of the Board of Directors.
10. In case of sending votes to the meeting by mail, the votes must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening of the meeting. Voting ballots are only open in the presence of all participants. In case of sending voting ballots to the meeting by fax or email, the voting papers must be sent to the Chairman of the Board of Directors and must be kept confidential until the time of voting.
 11. Members of the Board of Directors must fully attend meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of members of the Board of Directors.
 12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 48. Minutes of Meetings of the Board of Directors⁷²

1. Board meetings must be recorded in minutes and may be audio- recorded, recorded and stored in other electronic forms. The record must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the principal contents specified in Clause 1, Article 158 of the Laws on Enterprises. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
2. Where the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Laws on Enterprises, such minutes are nonetheless valid. The minutes of the meeting must clearly state that the chairperson and the person taking the minutes refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. The chairperson and the person who records the minutes are personally responsible for the damage caused to the Company due to the refusal to sign the minutes of the meeting in accordance with the Laws on Enterprises, this Charter and other relevant laws⁷³.
3. The minutes of the meeting of the Board of Directors must be prepared in a detailed and clear manner, fully reflecting the contents of the meeting. Where necessary pursuant to a decision of the Board of Directors, the contents of a meeting of the Board of Directors may be recorded into multiple sets of minutes, provided that all minutes must fully reflect the entire content of such meeting. The chairperson, the minute-taker

⁷² Article 158 of the Laws on Enterprises 2020 and Clause 2 of Article 279 of Decree 155/2020/ND-CP

⁷³ Clause 6, Article 7 of the Law amending and supplementing the Laws on Enterprises

and the signatory of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

4. The contents approved by the majority of the members attending the meeting in the minutes of the meeting of the Board of Directors must be made into a Resolution for approval⁷⁴. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.

Article 49. Dismissal, removal, replacement and addition of members of the Board of Directors⁷⁵

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. No longer meet the criteria and conditions for being a member of the Board of Directors as prescribed in Article 43 of the Charter;
 - b. Have a letter of resignation and be approved;
 - c. Other cases as prescribed by the Charter (if any).
2. The General Meeting of Shareholders shall removes a member of the Board of Directors in the following cases:
 - a. Not participating in the activities of the Board of Directors for 06 (six) consecutive months, except for force majeure cases;
 - b. Other cases as prescribed by the Charter (if any).
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; remove or dismiss a members of the Board of Directors other than the cases specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' written opinions to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than 1/3 (one-third) of the total number of members of the term. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' written opinions within 60 days from the date on which the number of members is reduced by more than 1/3 (one-third);
 - b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed in Article 42 of the Charter;
 - c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.
- c. The election, removal and dismissal of members of the Board of Directors must be disclosed in accordance with the Laws on Securities.

Article 50. Remuneration, bonuses and other benefits of members of the Board of Directors⁷⁶

⁷⁴ Clause 2, Article 279 of Decree 155/2020/ND-CP

⁷⁵ Article 160 Laws on Enterprises 2020

⁷⁶ Article 163 of the Laws on Enterprises 2020

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and rewards for their work as members of the Board of Directors. The Board of Directors estimates the level of remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
2. Members of the Board of Directors have the right to request payment of travel, meals, accommodation and other reasonable expenses when performing their assigned duties.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 51. Subcommittees of the Board of Directors⁷⁷

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, human resources, compensation, internal audit, risk management and/or to support and advise the Board of Directors in the governance of the Company and the performance of the functions and duties of the Board of Directors. The Board of Directors shall decide on the structure, duties, powers, obligations, operating budget and personnel of the subcommittees under the Board of Directors. The operation of each subcommittee must comply with the regulations of the Board of Directors and relevant laws.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must be in accordance with the provisions of law, the Charter, the Internal Regulations on corporate governance and the operating regulations of the Board of Directors.

Article 52. Person in charge of corporate governance⁷⁸

1. The Board of Directors must appoint at least 01 (one) person as the person in charge of corporate governance to support corporate governance work at the company. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 46 of the Charter. The person in charge of the Company's administration undertakes and performs the work until the Board of Directors of a new term appoints/recruits another person to replace and/or is dismissed, dismissed, removed or replaced according to the resolution of the Board of Directors in accordance with the Labor Contract signed with the Company.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with the law and on matters relating to the relationship between the Company and shareholders;
 - b. Preparing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

⁷⁷ Article 31 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁷⁸ Article 281 of Decree 155/2020/ND-CP

- c. Advising on the procedure of meetings;
- d. Attending meetings;
- e. Advising on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
- f. Providing financial information, copies of the minutes of the Board of Directors meetings and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Acting as a point of contact with relevant stakeholders;
- i. Confidentiality of information in accordance with the provisions of law and the Charter;
- j. Other rights and obligations as prescribed by law and the Charter (if any).

Article 53. Internal Audit⁷⁹

1. The Board of Directors promulgates the Company's internal audit regulations in accordance with the law.
2. Internal audit activities must ensure the principles of independence, objectivity, integrity and confidentiality in accordance with relevant laws.
3. Personnel of the Internal Audit Department must meet the following standards:
 - a. Not being a person who has been sanctioned with a monetary fine or higher for violations in the field of securities, banking or insurance within the last 05 (five) years up to the year of appointment;
 - b. The Head of the Internal Audit Department must be a person with professional qualifications in law, accounting or auditing; and must have sufficient experience, reputation and authority to effectively perform the assigned duties;
 - c. Not being a person related to the heads of professional departments, professional performers, General Director, Deputy General Director and Branch Directors in the Company;
 - d. Have a professional certificate on Fundamental Issues of Securities and the Securities Market, or a Securities Practice Certificate and a Professional Certificate on Laws on Securities and the Securities Market;
 - e. Not concurrently holding other positions or performing other jobs within the Company.

Article 54. Risk Management⁸⁰

1. The Board of Directors must establish a risk management system according to the following principles:
 - a. The risk management organizational system must at least stipulate the following principles:
 - (i) Responsibilities of the Board of Directors in risk management;

⁷⁹ Clauses 2, 3 and 4, Article 9 of Circular 121/2020/TT-BTC; Decree 05/2019/ND-CP

⁸⁰ Article 11 of Circular 121/2020/TT-BTC

- (ii) Responsibilities of the General Director, the Board of Supervisors, the Internal Audit and the internal control system in risk management;
 - (iii) Responsibilities of the Risk Management Department and the heads of the professional divisions in risk management;
 - (iv) A clear and transparent risk management strategy is reflected in the risk policy in the long term and in each specific period approved by the Board of Directors;
 - (v) Implementation plan through comprehensive policies and procedures;
 - (vi) The management, inspection and regular review conducted by the General Director;
 - (vii) Promulgate and fully implement risk management policies, procedures and risk limits, establish appropriate risk management information activities.
- b. The established risk management system must ensure that the Company is capable of identifying, measuring, monitoring, reporting and effectively handling material risks while fully meeting its compliance obligations at all times.
 - c. The risk management system must be designed to ensure that risk management is carried out independently, objectively, honestly and consistently.
 - d. The established risk management system must ensure that other operational departments and the Risk Management Department are organized separately and independently of each other and that the person in charge of an operational department does not in charge of the Risk Management Department at the same time, and vice versa.
2. Internal processes and regulations on risk management in the Company must ensure the following principles:
- a. The risk management system in the Company must be operated based on written internal processes and regulations.
 - b. Internal processes and regulations must be clearly presented so that all individuals involved understand their duties and responsibilities and must specifically and in detail describe the relevant risk management procedures and regulations. The Company must regularly review and update these internal processes and regulations.
 - c. Internal processes and regulations must ensure that the State management authorities, Internal Audit, Internal Control, and Board of Supervisors understand the Company's risk management activities.
 - d. Internal processes and regulations on risk management must contain at least the following contents:
 - (i) Organizational structure and description of functions and duties, mechanism for decentralization of decision-making authority and responsibilities;
 - (ii) Risk policies, risk limits, procedures for risk identification, risk measurement, risk monitoring, risk information exchange reports and risk handling;

- (iii) The rules must ensure the obligation to comply with the provisions of the law.
- 3. The Company must build a system of risk management processes including the following contents: risk identification, risk measurement, risk monitoring, risk supervision and risk handling.
- 4. Develop a contingency plan:
 - a. The Company must develop a contingency plan for emergencies to ensure the continuity of the Company's business activities.
 - b. The General Director are responsible for formulating and regularly reviewing contingency plans. The contingency plan must be approved by the Board of Directors.
- 5. Principles for archiving records and documents:
 - b. All records, documents, reports, minutes of meetings, resolutions of the Board of Directors, risk reports, decisions of the General Director and other documents related to risk management must be fully archived and ready to be provided to the State management agency upon request.
 - c. The storage time of documents specified at Point a, Clause 5 of this Article shall comply with law.

SECTION 3. BOARD OF SUPERVISORS

Article 55. Rights and obligations of the Board of Supervisors

- 1. The Board of Supervisors has the following rights and obligations⁸¹:
 - a. Supervise the financial situation of the Company, supervise the Board of Directors, General Director, other managers in the management and operation of the Company and the compliance with the law in operation, management and administration; to be responsible to shareholders for their supervisory activities;
 - b. Examining the reasonableness, legality, integrity and prudence in the management and operation of business activities; systematic, consistent and appropriate accounting, statistics and financial statements;
 - c. Appraisal of the completeness, legality and integrity of the Company's business performance reports, annual and semi-annual financial statements, management evaluation reports of the Board of Directors and submission of appraisal reports at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons falling within the approval authority of the Board of Directors or the General Meeting of Shareholders, and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;
 - d. Review, inspect and evaluate the validity and effectiveness of the internal control system, internal audit, risk management and early warning for the Company;
 - e. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deemed necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;

⁸¹ Article 170 of the Laws on Enterprises 2020 and Article 288 of Decree 155/2020/ND-CP

- f. At the request of a shareholder or group of shareholders specified in Clause 2, Article 12 of the Charter, the Board of Supervisors must conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board of Supervisors must send an explanatory report on the matters requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Board of Supervisors specified in this Clause must not obstruct the normal operation of the Board of Directors or interrupt the business operation of the Company;
- g. Propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities. Ensure coordination with the Board of Directors, the General Director and shareholders of the Company;
- h. When detecting that any member of the Board of Directors, the General Director and other executives of the Company violate the law and the Charter, the Board of Supervisors must notify in writing to the Board of Directors within 48 (forty-eight) hours from the time of detection of the violation, request the violator to stop the violation and take remedial measures;

When violations by members of the Board of Directors or the Board of Management result in infringement of the rights and interests of the Company, shareholders or customers, the Board of Supervisors is responsible for requesting explanations within a certain time limit and/or convene the General Meeting of Shareholders for settlement. For such violations of law, the Board of Supervisors must report in writing to the State Securities Commission within 07 (seven) working days from the date of detection of violations ⁸²;
- i. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
- j. Use independent consultants, the Company's Internal Audit Department to perform assigned duties;
- k. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- l. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the approved auditing organization to inspect the Company's operations, dismiss the approved auditor when deemed necessary;
- m. Develop the Operation Regulation, Control Process of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval;
- n. At the Annual General Meeting of Shareholders, report on the Company's business results, the performance of the Board of Directors, the General Director and the report on self-assessment of the performance of the Board of Supervisors and the Supervisor in accordance with the provisions of law and the Charter;
- o. Other rights and obligations as prescribed by law and the Charter (if any).

⁸² Point d, Clause 1, Article 9 of Circular 121/2020/TT-BTC

2. In addition to the rights and obligations of members of the Board of Supervisors, the Head of the Board of Supervisors has the following rights and obligations⁸³:
 - a. Convening meetings of the Board of Supervisors;
 - b. Request members of the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 56. Term of office and number of members of the Board of Supervisors⁸⁴

1. The Board of Supervisors must have no less than 03 (three) members and no more than 05 (five) members, the term of office of the Board of Supervisors and Supervisors must not exceed 05 (five) years and may be re-elected for an unlimited number of terms. The General Meeting of Shareholders decides on the number of members of the Board of Supervisors in each term.
2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; the election, removal and dismissal shall be carried out on the principle of majority. The rights and obligations of the Head of the Board of Supervisors are specified in Clause 2, Article 55 of this Charter. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam.
3. In case the Supervisors' terms expire at the same time and Supervisors of the new term have not yet been elected, the outgoing Supervisor who has expired his/her term of office shall continue to perform his/her rights and perform his/her duties until the Supervisor of the new term is elected and accepts the task.
4. In case there is a Supervisor who is elected to supplement or replace the Supervisor who is dismissed or dismissed from office within the term of office, the term of office of such Supervisor is the remaining term of the term of office of the Board of Supervisors.

Article 57. Criteria and conditions for being a member of the Board of Supervisors⁸⁵

1. Members of the Board of Supervisors must meet the following criteria and conditions:
 - a. Having full civil act capacity and not falling into the subjects specified in Clause 2, Article 17 of the Laws on Enterprises;
 - b. Be trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline suitable to the Company's business activities;
 - c. Not being a family member of a member of the Board of Directors, the General Director and other managers of the Company and its parent company; must not be the representative of the capital contribution of the enterprise, the representative of the State capital at the parent company and the Company;
 - d. Not being a manager of the Company; and not necessarily a shareholder or employee of the Company;

⁸³ Clause 2, Article 38 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁸⁴ Article 168 of the Laws on Enterprises 2020

⁸⁵ Article 169 of the Laws on Enterprises 2020

- e. Not falling into the following cases⁸⁶:
 - (i) Working in the accounting and finance department of the Company;
 - (ii) Being a member or employee of an approved auditing organization conducting audits of the Company's financial statements within the 03 (three) consecutive years immediately preceding.
 - f. Other standards and conditions as prescribed by law and the Charter (if any).
2. In addition to the criteria and conditions specified in Clause 1 of this Article, the Head of the Board of Supervisors must meet the following criteria and conditions:
- a. Possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities⁸⁷;
 - b. Not concurrently being a member of the Board of Supervisors or managers of other securities companies at the same time⁸⁸.

Article 58. Candidacy, nomination and election of members of the Board of Supervisors⁸⁹

- 1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in accordance with Clause 1 and Clause 2, Article 44 of the Charter.
- 2. Where the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient for the members of the Board of Supervisors to be elected, the incumbent Board of Supervisors may nominate additional candidates or organize nomination in accordance with the provisions of this Charter and Internal Regulations on Corporate Governance of the Company.
- 3. The election of members of the Board of Supervisors shall be conducted by cumulative voting in a manner similar to that prescribed in Clause 3, Article 36 of the Charter⁹⁰.

Article 59. Rights and obligations of members of the Board of Supervisors⁹¹

- 1. Members of the Board of Supervisors have full rights in accordance with the provisions of the Law on Enterprise, relevant laws and the Charter, including the right to access information and documents related to the Company's operations. The right to provide information of the Board of Supervisors is exercised as follows⁹²:
 - a. Documents and information must be sent to the Supervisors at the same time and by the same methods as for members of the Board of Directors, including: (i) notice of invitation to meetings, ballots for collecting opinions of members of the Board of Directors and accompanying documents; (ii) resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors; (iii) reports of the General Director submitted to the Board of Directors or other documents issued by the Company;
 - b. The Supervisors has the right to access the Company's records and documents kept at the head office, branches and other locations; and have the right to visit

⁸⁶ Clause 2, Article 286 of Decree 155/2020/ND-CP

⁸⁷ Clause 3, Article 286 of Decree 155/2020/ND-CP

⁸⁸ Point a, Clause 1, Article 9 of Circular 121/2020/TT-BTC

⁸⁹ Article 285 of Decree 155/2020/ND-CP

⁹⁰ Clause 3, Article 148 of the Laws on Enterprises 2020

⁹¹ Article 173 of the Laws on Enterprises 2020 and Article 287 of Decree 155/2020/ND-CP

⁹² Article 171 of the Laws on Enterprises 2020

the workplaces of the managers and employees of the Company during working hours;

- c. The Board of Directors, members of the Board of Directors, the General Director and other managers must provide complete, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Supervisor or the Board of Supervisors.
2. The Supervisors shall have the following obligations:
 - a. Comply with the provisions of law, the Charter, resolutions of the General Meeting of Shareholders and professional ethics in the exercise of assigned rights and obligations;
 - b. Exercise assigned rights and obligations in an honest, prudent and best manner to ensure the maximum lawful interests of the Company;
 - c. Loyal to the interests of the Company and shareholders; not abusing their position and using the Company's information, know-how, business opportunities, and other assets for self-interest or serving the interests of other organizations and individuals;
 - d. Other obligations as prescribed by relevant laws and the Charter (if any).
 3. In case of violation specified in Clause 2 of this Article that causes damage to the Company or other persons, such Supervisor must bear jointly or severally liability for compensation for such damage. Any income and other benefits obtained by the Supervisor as a result of the violation must be reimbursed to the Company.
 4. In case of detecting any violation by a Supervisor in the exercise of the assigned rights and obligations, it must notify in writing to the Board of Supervisors; request the violator to cease the violation and remedy the consequences.

Article 60. Meetings of the Board of Supervisors⁹³

1. The Board of Supervisors must meet at least 02 (two) times in a year, the number of members attending the meeting is at least 2/3 (two-thirds) of the members of the Board of Supervisors. The minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the approved auditing organization to attend and answer matters that requiring clarification.

Article 61. Removal and dismissal of Supervisors⁹⁴

1. The General Meeting of Shareholders shall dismiss a Supervisor in the following cases:
 - a. No longer meet the qualifications and conditions to be a Supervisor as prescribed in Article 57 of the Charter;
 - b. Have a letter of resignation and be approved;

⁹³ Article 289 of Decree 155/2020/ND-CP

⁹⁴ Article 174 of the Laws on Enterprises 2020

- c. Other cases as prescribed by the Charter (if any).
- 2. The General Meeting of Shareholders shall remove a Supervisor in the following cases:
 - a. Failing to complete assigned duties and jobs;
 - b. Failing to exercise his/her rights and obligations for 06 (six) consecutive months, except for force majeure cases;
 - c. Seriously or repeatedly violating the obligations of a Supervisor as prescribed by law and the Charter;
 - d. Other cases according to the resolution of the General Meeting of Shareholders.

Article 62. Salary, remuneration, bonuses and other benefits of the Supervisors⁹⁵

Salaries, remuneration, bonuses and other benefits of Supervisors are implemented as follows:

- 1. Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salary, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.
- 2. The Supervisors are reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consultancy services. The total amount of such remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and relevant laws and must be presented as a separate item in the Company's annual financial statements.

SECTION 4. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 63. Organization of the management apparatus⁹⁶

- 1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company.
- 2. The Board of Management of the Company consists of 01 (one) General Director and Deputy General Director(s) (if any).
- 3. The Board of Management of the Company must develop the working regulations of the Board of Management and must be approved by the Board of Directors. The working regulations must contain at least the following basic contents⁹⁷:
 - a. Specific responsibilities and duties of members of the Board of Management;
 - b. Stipulating the order and procedures for organizing and participating in meetings of the Board of Management;
 - c. Reprting responsibilities of the Board of Management to the Board of Directors and the Board of Supervisors.

⁹⁵ Article 172 of Laws on Enterprises 2020

⁹⁶ Article 33 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

⁹⁷ Clause 4, Article 10 of Circular 121/2020/TT-BTC

Article 64. Other Executives⁹⁸

1. Upon the proposal of the General Director and subject to the approval of the Board of Directors, the Company may appoint and/or recruit Deputy General Director, Branch Director, Chief Financial Officer and Chief Accountant in such number and with such qualifications and conditions as are in compliance with applicable laws and the Company's internal corporate governance, and in conformity with the Company's organizational structure as approved by the Board of Directors. Such executives shall be responsible for supporting the Company's operations and organizational activities in order to achieve the objectives set out by the Company.
2. The Company pays salaries to its executives at the discretion of the Board of Directors. The salaries of the Company's executives are included in the Company's business expenses in accordance with the law on corporate income tax and must be presented as a separate item in the Company's annual financial statements, and must report to the General Meeting of Shareholders at the annual meeting.

Article 65. Criteria and conditions for being a General Director⁹⁹

1. The Company has 01 (one) General Director. The Board of Directors appoints a member of the Board of Directors or hires another person as the General Director. The term of office of the General Director must not exceed 05 (five) years and may be re-appointed for an unlimited number of terms.
2. The General Director is the highest executive of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of their assigned rights and obligations.
3. Criteria and conditions of the General Director¹⁰⁰:
 - a. Having full civil act capacity and not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Laws on Enterprises;
 - b. Not falling within the case of being subject to criminal prosecution, serving a term of imprisonment, or being prohibited from practicing securities as prescribed by law;
 - c. Having at least 02 (two) years of working experience in the professional department of organizations in the fields of finance, securities, banking, insurance or in the finance, accounting and investment departments in other enterprises;
 - d. Having a financial analysis practice certificate or a fund management practice certificate;
 - e. Not being sanctioned for administrative violations in the field of securities and securities market within the time limit prescribed by law;
 - f. Not concurrently working for securities companies, fund management companies or other enterprises at the same time;
 - g. Not concurrently being a member of the Board of Directors or a member of the Board of members of another securities company;

⁹⁸ Article 34 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁹⁹ Clause 1 and Clause 2 Article 162 Laws on Enterprises 2020

¹⁰⁰ Clause 5 Article 74 of the Laws on Securities 2019, Clause 5 of Article 162 of the Laws on Enterprises 2020, Clause 6 of Article 291 of Decree 155/2020/ND-CP and Clause 2 of Article 10 of Circular 121/2020/TT-BTC

- h. Must not be a family member of a manager of the Company, a Supervisor of the Company and the parent company; a representative of the State capital, or a representative of the enterprise's capital at the Company and the parent company;
- i. Not being a related person of a manager of the Company, a Supervisor of the Company and the parent company, a representative of the State capital, or a representative of the enterprise's capital interest in the Company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Laws on Securities;
- j. Having professional qualifications and experience in business administration of the Company;
- k. Other standards and conditions as prescribed by law (if any).

Article 66. Rights and obligations of the General Director¹⁰¹

1. The General Director have the following rights and obligations:
 - a. Decide on matters related to the daily business operations of the Company, except for matters under the decision-making authority of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of law and the Charter;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
 - c. Organize the implementation of the Company's business plan and investment plan;
 - d. Propose plans for the organizational structure and internal management regulations of the Company;
 - e. Labor recruitment; to appoint, remove and dismiss managerial and executive positions in the Company, except for positions falling within the authority of the Board of Directors;
 - f. Decide on salaries and other benefits for employees in the Company, including managers and executives under the appointing authority of the General Director;
 - g. Propose plans for dividend payment or handling of losses in business operations;
 - h. Other rights and obligations as prescribed by law, the Charter and resolutions and decisions of the Board of Directors (if any).
2. The General Director must manage the daily business operations of the Company in accordance with the provisions of law, the Charter, the labor contract signed with the Company, and the resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 67. Internal Control Department under the Board of Directors¹⁰²

1. The Company must establish an Internal Control Division under the Board of Management. The internal control system comprises an organizational structure, independent and dedicated personnel, processes and internal regulations applicable to

¹⁰¹ Clause 3, Clause 4, Article 162 of the Laws on Enterprises 2020 and Clause 4, Article 35 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹⁰² Article 12 of Circular 121/2020/TT-BTC

all positions, units, departments and operations of the Company in order to ensure the following objectives:

- a. The Company's activities comply with the provisions of the Laws on Securities and relevant provisions of law;
 - b. Ensuring customer rights and interests;
 - c. Ensuring that the Company's operations are safe and effective; and protecting, managing and using assets and resources safely and effectively;
 - d. Ensuring that the financial information system and management information are truthful, reasonable, complete and timely; and ensuring truthfulness in the preparation of the Company's financial statements.
2. The Internal Control Division under the Board of Management has the duty to control compliance with the following:
- a. Inspect and supervise the compliance with the provisions of law, the Charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, internal regulations, operational processes, risk management processes of the Company, relevant departments and securities practitioners within the Company;
 - b. Supervise the implementation of internal regulations, activities that may have a conflict of interest within the Company, especially for the Company's own business operations and personal transactions of the Company's employees; supervise the performance of responsibilities of officers and employees within the Company, and the performance of responsibilities by partners with respect to delegated activities;
 - c. Inspect the contents and supervising the implementation of professional ethics rules;
 - d. Supervising the calculation and compliance with regulations to ensure financial safety;
 - e. Segregation of customer assets;
 - f. Custody and safekeeping of customers' assets;
 - g. Control compliance with the provisions of the law on prevention and combat of money laundering;
 - h. Other matters according to the duties assigned by the General Director.
3. Personnel requirements of the Internal Control Department:
- a. Arranging at least 01 (one) employee to be the compliance controller;
 - b. The Head of the Internal Control Department must be a person with professional qualifications in law, accounting or auditing; and must have sufficient experience, reputation and authority to effectively perform the assigned tasks;
 - c. Not being a person related to the heads of professional departments, professional performers, General Director, Deputy General Director, Branch Directors in the Company;
 - d. Possessing a professional certificate on Fundamental Issues of Securities and the Securities Market, or a Securities Practicing Certificates and a professional certificate on Laws on Securities and the Securities Market;
 - e. Not concurrently performing other positions in the Company.

PART VI. PREVENTION OF CONFLICTS OF INTEREST

Article 68. Obligation for integrity and avoidance of conflicts of interest of Company managers¹⁰³

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers must disclose relevant interests in accordance with the provisions of the Laws on Enterprises and other relevant laws.
2. Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and related persons of such persons may only use the information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers are obliged to notify in writing to the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, companies in which the Company holds control of more than 50% of the Charter Capital, and such persons themselves or their related persons, in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the law on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprise and the Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and related persons of such persons must not use or disclose to internal information to others to conduct related transactions.
6. In addition to the responsibilities stated above, members of the Board of Directors, members of the Board of Supervisors and the General Director shall report to the Board of Directors and the Board of Supervisors in the following cases¹⁰⁴:
 - a. Transactions between the Company and companies of which the above persons are founding members or enterprise managers in the last 03 (three) years before the time of transaction;
 - b. Transactions between the Company and the Company in which the related persons of the above persons are members of the Board of Directors, General Director/Directors, or major shareholders.

Article 69. Disclosure of related benefits¹⁰⁵

The disclosure of the Company's interests and related persons shall comply with the following provisions:

1. The Company must compile and update the list of related persons of the Company in accordance with the provisions of Clause 23 Article 4 of the Laws on Enterprises, Clause 46 Article 4 of the Laws on Securities, and their corresponding contracts and transactions with the Company.
2. Members of the Board of Directors, Supervisors, General Director and other managers of the Company must declare to the Company their related interests as prescribed in Clause 2, Article 164 of the Laws on Enterprises.

¹⁰³ Article 291 of Decree 155/2020/ND-CP

¹⁰⁴ Article 299 of Decree 155/2020/ND-CP

¹⁰⁵ Article 164 of Laws on Enterprises 2020

3. The declaration specified in Clause 2 of this Article must be made within 07 (seven) working days from the date on which related interests arise; any amendment and supplementation must be notified to the Company within 07 (seven) working days from the date of such amendment or supplementation.
4. The retention, disclosure, review, extraction and copying of the list of related persons and the declared related interests prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:
 - a. The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
 - b. The list of related persons and related interests is kept at the head office of the Company; where necessity, part or all of the contents of the above list may be kept at the Company's branch(s);
 - c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, the General Director and other managers have the right to review, extract and copy part or all of the contents declared at the Company's head office during working hours;
 - d. The Company must facilitate the persons specified at Point c of this Clause to access, review, extract and copy the list of the Company's related persons and related interests as quickly and conveniently as possible; and must not prevent or cause difficulties for them in exercising this right. The sequence and procedures for reviewing, extracting and copying the contents of the declaration of related persons and related interests are as follows:
 - (i) The person requesting to review, extract and copy the contents of the declaration of related persons and related interests shall submit a written request to the Company at least 05 (five) working days before the intended date of review, extraction and copying;
 - (ii) The Company only provides the original or electronic dataset of the requested contents for review, extraction and copying at the Company's head office. Such review, extraction and copying must be carried out in the presence of at least 01 (one) employee of the Company assigned by the manager;
 - (iii) The Company shall not send originals, copies, electronic datasets or in any form of information or data to the requester for review, extraction and copying by any means, whether by express delivery, fax or email;
 - (iv) In case an entitled requester authorizes another person to conduct the review, extract and copy the contents of the declaration of related persons and related interests, such authorization must be made in writing in accordance with the provisions of the civil law.
5. Any member of the Board of Directors, General Director, whether in his/her personal capacity or on behalf of another person, who performs work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors or the Board of Supervisors, and may only be performed upon approval by the majority of the remaining members of the Board of Directors; if performed without declaration or approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 70. Transaction with the related person¹⁰⁶

1. When conducting transactions with related persons, the Company must sign a written contract on the principle of equality and voluntariness.
2. The Company shall apply necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of the Company's capital, assets or other resources.

Article 71. Transactions with shareholders, managers of the Company and their related persons¹⁰⁷

1. Except where otherwise permitted in accordance with relevant laws, the Company shall not provide loans of money and securities in any form and must not use the money and assets of the Company or customers to secure payment obligations to any third party.
2. The Company shall not provide loans in any form to major shareholders, members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director, Chief Accountant, other managerial and executive positions appointed by the Board of Directors and related persons of the above subjects.

Article 72. Approval of contracts and transactions between the company and related persons¹⁰⁸

1. The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and the following related persons:
 - a. Shareholders and authorized representatives of shareholders are organizations that own more than 10% of the total ordinary shares of the Company and their related persons;
 - b. Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and their related persons;
 - c. Enterprises which members of the Board of Directors, Supervisors, General Director and other managers of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Laws on Enterprises.
2. The Board of Directors approves contracts and transactions as prescribed in Clause 1 of this Article with a value of less than 35% of the total value of the Company as recorded in the most recent audited financial statements. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and of the related persons involved in such contract or transaction and attach the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract or transaction shall not have voting rights.
3. The General Meeting of Shareholders approves the following contracts and transactions:
 - a. Contracts and transactions as prescribed in Clause 1 of this Article with a value equal to or exceeding 35% of the total asset value of the Company as recorded in the most recent audited financial statement;

¹⁰⁶ Article 292 of Decree 155/2020/ND-CP

¹⁰⁷ Article 27 of Circular 121/2020/TT-BTC

¹⁰⁸ Article 167 of the Laws on Enterprises 2020 and Clause 4 and Clause 5 Article 293 of Decree 155/2020/ND-CP

- b. Transactions specified in Clause 1 of this Article which result in the total value of transactions arising within 12 (twelve) months from the date of the first transaction reaching or exceeding 35% or more of the total asset value of the Company as recorded in the most recent audited financial statements;
 - c. Contracts, and transactions involving borrowing, lending, or sale of assets with a value exceeding 10% of the total asset value of the Company as recorded in the most recent audited financial statements between the Company and shareholders owning 51% or more of the total voting shares, or related persons of such shareholders.
4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Supervisors of the related persons involved and attached the draft contract or transaction or notify the principal contents of the transaction. The Board of Directors submits draft contracts, transactions or explains the principal contents of contracts and transactions at the General Meeting of Shareholders or collects shareholders' written opinions. In this case, shareholders with interests related to the parties to the contract or transaction shall not have voting rights; the contracts and transactions shall be approved according to the provisions of Clause 1 and Clause 4, Article 36 of the Charter.
 5. Contracts and transactions are invalidated under court decisions and handled in accordance with law when they are executed in violation of this Article; the person signing the contract or transaction, shareholders, members of the Board of Directors or the relevant General Director must jointly liable for the damage incurred and shall refund to the Company the profits obtained from the performance of such contract or transaction.
 6. The company must publicly disclose/disclose information about relevant contracts and transactions in accordance with relevant laws.

Article 73. Ensuring the lawful rights of persons with interests related to the Company¹⁰⁹

1. The Company must fulfill its responsibilities towards the community and stakeholders of the Company in accordance with the provisions of current laws and the Charter.
2. The Company must comply with the provisions of the law on labor, environment and society.

Article 74. Liability for Damage and Compensation¹¹⁰

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers who violate their obligations and responsibilities honestly and prudently or fail to fulfill their obligations shall be liable for the damages caused by their violations.
2. The Company shall compensate persons who have been, are or may become parties to complaints, lawsuits, and prosecutions (including civil, administrative cases, excluding cases where the Company is the plaintiff) provided that such persons are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees or authorized representatives of the Company, and have acted honestly and prudently, in the interests of the Company, on the basis of

¹⁰⁹ Article 294 of Decree 155/2020/ND-CP

¹¹⁰ Article 48 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

compliance with the law, and there is no evidence confirming that such person has breached their responsibilities.

3. Compensation costs include judgment costs, fines, and actual amounts payables (including lawyers' fees) incurred in the settlement of such matters within the scope permitted by law. The Company may purchase insurance for such persons to limit the above liabilities.

Article 75. Right to initiate a lawsuit against members of the Board of Directors and the General Director¹¹¹

1. Shareholders or groups of shareholders owning at least 01% of the total ordinary shares have the right to initiate a lawsuit on their own or on behalf of the Company for personal liability and joint liability against members of the Board of Directors and the General Director to request the refund of benefits or compensation for damage to the Company or other persons in the following cases:
 - a. Violation of the duties of Company's manager as prescribed in Article 165 of the Laws on Enterprises;
 - b. Failing to perform, inadequately implementing, failing to implement in a timely manner or contrary to the provisions of law or the Charter, or resolutions and decisions of the Board of Directors with respect to the assigned rights and obligations;
 - c. Abuse of position or authority, and use of information, know-how, business opportunities, and other assets of the Company for self-interest or to serve the interests of other organizations and individuals;
 - d. Other cases as prescribed by law and the Charter (if any).
2. The order and procedures for initiating a lawsuit shall comply with the provisions of the law on civil procedures. Litigation costs in case a shareholder or group of shareholders sues on behalf of the Company shall be accounted for as expenses of the Company, except where the claim is rejected.
3. Shareholders and groups of shareholders as prescribed in this Article have the right to examine, access and extract necessary information under decisions of courts or arbitrators before or in the course of litigation process.

Article 76. Disclosure of information¹¹²

1. The Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent State authorities in accordance with the law on accounting and other relevant laws.
2. The Company publishes on its website the following information:
 - a. Charter of the Company;
 - b. Curriculum vitae, educational qualifications and professional experience of members of the Board of Directors, Supervisors, and the General Director;
 - c. Annual financial statements approved by the General Meeting of Shareholders;
 - d. Annual performance evaluation reports of the Board of Directors and the Board of Supervisors.

¹¹¹ Article 166 of the Laws on Enterprises 2020

¹¹² Article 176 of Laws on Enterprises 2020

3. The Company discloses and publicize information in accordance with the Laws on Securities.

PART VII. EMPLOYEES AND TRADE UNIONS

Article 77. Employees and trade unions¹¹³

1. The General Director shall prepare a plan for submission to the Board of Directors for approval in accordance with the provisions of the Charter on matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary measures for employees and executives of the Company.
2. The General Director shall prepare a plan for submission to the Board of Directors for approval in accordance with the provisions of the Charter on matters relating to the Company's relations with trade unions in accordance with the best standards, practices and management policies, the practices and policies stipulated in the Charter, the Company's internal regulations, and relevant laws.

PART VIII. DISTRIBUTION OF PROFITS, HANDLING OF LOSSES AND SETTING UP OF RESERVE FUNDS

Article 78. Dividend payment¹¹⁴

1. Dividends paid for preference shares shall be implemented according to the specific conditions applicable to each class of preference shares.
2. Dividends paid for ordinary shares are determined based on the amount of net profit realized, and the dividend payment deducted from the Company's retained earnings. The Company may only pay dividends on ordinary shares when the following conditions are met:
 - a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
 - b. Have set aside the Company's funds and made up for previous losses in accordance with the provisions of law and the Charter;
 - c. Immediately after paying all the dividends, the Company remains able to fully pay its due debts and other property obligations.
3. Dividends may be paid in cash, in shares of the Company or in other assets specified in the Charter. If the payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by law.
4. In case the Annual General Meeting of Shareholders approves the payment of dividends, dividends must be paid in full within 06 (six) months from the end date of the Annual General Meeting of Shareholders. The order and procedures for dividend payment shall be carried out in accordance with relevant provisions of the Laws on Securities, the Laws on Enterprises, and other applicable laws.
5. In case a shareholder transfers his/her shares during the period between the end of making the list of shareholders and the time of dividend payment, the transferor shall be the recipient of dividends from the Company.
6. In case of payment of dividends in shares, the Company is not required to carry out procedures for offering shares as prescribed in Articles 123, 124 and 125 of the Laws

¹¹³ Article 50 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹⁴ Article 135 Laws on Enterprises 2020

on Enterprises. The Company must register to increase the Charter Capital corresponding to the total par value of the shares used for dividends payment in accordance with the provisions of the Laws on Securities.

Article 79. Handling losses in business

The loss of the previous year shall be carried forward and handled in the following year when the Company earns profits in accordance with the law.

Article 80. Allocation of Funds¹¹⁵

1. The Company shall set aside and allocate mandatory funds and statutory reserves in accordance with applicable laws and regulations in effect from time to time (if any).
2. In addition to the mandatory funds and statutory reserves, the Company may establish and allocate other funds and reserves as resolved by the General Meeting of Shareholders.

PART IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME

Article 81. Bank Account¹¹⁶

1. The Company opens accounts with Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the approval of the competent State authorities, where necessary, the Company may open an overseas bank account in accordance with the relevant laws.
3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks in which the Company opens accounts.

Article 82. Fiscal Year¹¹⁷

The Company's fiscal year shall commence on January 1 of each calendar year and end on December 31st of the same calendar year.

Article 83. Accounting regime¹¹⁸

1. The accounting regime used by the Company is the corporate accounting regime or a specialized accounting regime promulgated and approved by a competent authority.
2. The Company prepares accounting books in Vietnamese and store accounting records and books in accordance with the law on accounting and relevant laws. Accounting records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.
3. The Company uses the accounting currency of Vietnam Dong. In case the Company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in accounting, shall be responsible for such choice before law and notify the direct managing tax authority.

PART X. REPORTING AND INFORMATION DISCLOSURE REGIME

¹¹⁵ Article 3, Article 5, Article 6 of Circular 48/2019/TT-BTC

¹¹⁶ Article 52 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹⁷ Article 53 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹¹⁸ Article 54 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

Article 84. Submission of the Annual Report of the Board of Directors¹¹⁹

The report on the operation of the Board of Directors shall be submitted to the Annual General Meeting of Shareholders under the provisions of Point c, Clause 3, Article 139 of the Laws on Enterprises and must contain the following contents:

1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the provisions of law and the Charter;
2. Summary of Board of Directors meetings and decisions of the Board of Directors;
3. Report on transactions between the Company, its subsidiaries, companies in which the Company holds more than 50% of Charter Capital, and members of the Board of Directors and their related persons; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;
4. Activities of independent members of the Board of Directors and the evaluation results of each independent member regarding the activities of the Board of Directors;
5. Activities of other subcommittees under the Board of Directors (if any);
6. Results of supervision over the General Director and other executives;
7. Future plans.

Article 85. Submission of the Board of Supervisors's Annual Report¹²⁰

1. The operation report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders shall be implemented in accordance with the provisions of Points d and e, Clause 3, Article 27 of the Charter.
2. In addition to the reporting obligations specified in Clause 1 of this Article, the activity report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors;
 - b. Summary of meetings of the Board of Supervisors and its conclusions and recommendations;
 - c. Results of supervision over the Company's operation and financial situation;
 - d. Report on transactions between the Company, its subsidiaries, companies in which the Company holds more than 50% of the Charter Capital, and members of the Board of Directors, the General Director, other executives of the Company and their related persons; transactions between the Company and companies in which members of the Board of Directors, the General Director, and other executives of the Company are founding members or managers of the enterprise for the last 03 (three) years before the time of transaction;
 - e. Results of supervision over the Board of Directors, the General Director and other executives;
 - f. Evaluation results of the coordination between the Board of Supervisors and the Board of Directors, the General Director and shareholders.

¹¹⁹ Article 175 Laws on Enterprises 2020

¹²⁰ Article 290 of Decree 155/2020/ND-CP

Article 86. Reporting regime¹²¹

1. The Company's reporting must be complete, timely and accurately reflect the actual situation of the Company.
2. The Company must send periodic reports by electronic data file to and/or at the request of the State Securities Commission with the time limit and with content of the report in accordance with relevant laws.
3. The Company must prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 89 of this Charter. Before March 31 of the following year, the Company must submit to the State Securities Commission its audited annual financial statements and financial adequacy ratio report as of December 31, audited by an approved auditing firm.
4. Annual financial statements must include reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statement must reflect truthfully and objectively the operation situation of the Company.
5. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of the law on information disclosure on the securities market and submit them to competent State authorities.

Article 87. Information Disclosure

1. Obligation to disclose information¹²²:
 - a. The Company is obliged to disclose fully, accurately and promptly periodic and extraordinary information in accordance with the provisions of the Laws on Securities on information disclosure to shareholders and the investing public. The Company must disclose fully, accurately and promptly other information if such information is likely to affect the price of securities and affect the decisions of shareholders and investors.
 - b. The method of information disclosure is carried out in accordance with the provisions of the law to ensure fair access to shareholders and the investing public. The language in the information disclosure should be clear, easy to understand and avoid misleading shareholders and the investing public.
2. The Company discloses information related to the Company in accordance with relevant laws, including:
 - a. Report to the State Securities Commission, the Stock Exchange and disclose information on changes in the organizational and operational management model specified in Article 25 of the Charter within 24 (twenty-four) hours from the time of the General Meeting of Shareholders making a decision on the change¹²³;

¹²¹ Article 29 of Circular 121/2020/TT-BTC and Article 55 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹²² Article 295 of Decree 155/2020/ND-CP

¹²³ Article 296 of Decree 155/2020/ND-CP

- b. Report on the Company's governance at the Annual General Meeting of Shareholders and disclose information in the Company's annual report in accordance with the Laws on Securities on information disclosure¹²⁴;
- c. Report and disclose information on the Company's governance every 06 (six) months in accordance with the law on information disclosure on the securities market¹²⁵.

Article 88. Organization of information disclosure¹²⁶

1. The Company must formulate and promulgate regulations on the Company's information disclosure in accordance with the Laws on Securities and relevant laws.
2. The Company's Legal Representative and/or authorized person to disclose information has the following responsibilities:
 - a. Disclose the Company's information to the investing public in accordance with the provisions of law and the Charter;
 - b. Publicly disclose the name and working phone number for shareholders to contact.

PART XI. CORPORATE AUDIT

Article 89. Audit¹²⁷

1. The General Meeting of Shareholders shall either (i) decides on the independent auditing firm(s) among the approved independent auditing firms in accordance with the provisions of law; or (ii) approve the list of independent auditing firms and authorize the Board of Directors to select one or more auditing firms from such approved list to audit the Company's financial statements, financial adequacy ratio reports, capital utilization reports (if any) and/or other reports to be audited by the Company for the following fiscal year, based on services terms and conditions of the service agreement with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors performing the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders, are entitled to receive notices and other information related to the General Meeting of Shareholders, and may express opinions at the General Meeting of Shareholders on issues related to the audit of the Company's financial statements.

PART XII. REORGANIZATION, SUSPENSION, DISSOLUTION AND BANKRUPTCY OF THE COMPANY

Article 90. Reorganization of the Company¹²⁸

1. The Company shall implements any reorganization and/or reorganization plan (division, separation, consolidation, merger, or conversion of enterprise form) with the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant laws.

¹²⁴ Clause 1, Article 297 of Decree 155/2020/ND-CP

¹²⁵ Clause 2, Article 297 of Decree 155/2020/ND-CP

¹²⁶ Article 300 of Decree 155/2020/ND-CP

¹²⁷ Article 57 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹²⁸ Article 206 of Decree 155/2020/ND-CP

2. The order and procedures for division, separation, consolidation, merger and conversion of enterprises shall be carried out in accordance with the relevant provisions of the Laws on Enterprises, the Laws on Securities and other relevant laws.

Article 91. Suspension¹²⁹

1. The Company may suspend its operations with the approval of the Board of Directors and the State Securities Commission.
2. Conditions for temporary suspension of the Company's operations:
 - a. The suspension of operations must not affect the interests of the Company's customers;
 - b. The suspension period of operation at the Company's head office, branches, and transaction offices shall not exceed 90 (ninety) days;
 - c. There is a suspension plan and a plan for handling valid contracts signed with customers that have been approved by the Board of Directors.
3. The order and procedures for suspension of operation shall be implemented in accordance with the relevant provisions of the Laws on Enterprises, the Laws on Securities and other relevant laws.

Article 92. Dissolution of the Company¹³⁰

1. The Company is dissolved in the following cases:
 - a. Pursuant to the resolutions and decisions of the General Meeting of Shareholders;
 - b. The Enterprise Registration Certificate is revoked, unless otherwise provided for by law;
 - c. Other cases as prescribed by law (if any).
2. The Company may only dissolved when it secures the payment of all debts and other property obligations and the Company is not in the process of settling disputes at a Court or arbitration body.
3. The order and procedures for dissolution of the Company shall be implemented in accordance with the corresponding provisions of the Laws on Enterprises, the Laws on Securities and relevant provisions of laws.
4. Early dissolution of the Company 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 mandatory) as prescribed.

Article 93. Liquidation of assets¹³¹

1. At least 06 (six) months before the end of the Company's operation term or after the decision to dissolve the Company, the Board of Directors must establish an Asset Liquidation Committee of the Company consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from one independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or

¹²⁹ Article 208 of Decree 155/2020/ND-CP

¹³⁰ Article 207 of the Laws on Enterprises 2020

¹³¹ Article 61 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

independent experts. All liquidation-related expenses shall be prioritized for payment by the Company before the Company's other debts.

2. The Liquidation Committee shall be responsible for reporting to the competent State management authorities, in accordance with law, on the date of establishment and the date of commencement of operation. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company's assets before the Court and other competent State authorities.
3. The proceeds from the liquidation of the Company's assets shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Salary debts, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remainder amount after all debts from Point a to Point d have been paid above shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

Article 94. Bankruptcy of the Company

The order and procedures for bankruptcy of the Company are carried out in accordance with the provisions of the law on bankruptcy.

PART XIII. INTERNAL DISPUTE RESOLUTION

Article 95. Internal Dispute Resolution¹³²

1. In case of disputes and complaints arising in relation to the Company's operations, or the rights and obligations of shareholders under the Laws on Enterprises, the Charter and other applicable laws or an agreement between:
 - a. Shareholders with the Company;
 - b. Shareholders with the Board of Directors, the Board of Supervisors, General Director or other executives.

The relevant parties involved shall first resolve disputes through negotiation and mediation. 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 require each party to present information related to the dispute within 30 (thirty) days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Vietnam International Arbitration Center (VIAC) to appoint 01 (one) independent expert as a mediator for the dispute resolution process.

2. If no agreement is reached through negotiation or no mediation decision is made within 06 (six) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, either party may bring the dispute before a competent People's Court for settlement in accordance with the provisions of Vietnamese law.

¹³² Article 62 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

PART XIV. IMPLEMENTATION PROVISIONS

Article 96. Amendments and supplements to the Charter

1. The amendment and supplementation of the Charter must be considered and approved by the General Meeting of Shareholders.
2. In the event that there are relevant provisions of law related to the Company's operation that have not been mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, resulting in inconsistency with such new provisions of law, such provisions of law shall automatically apply and be govern the Company's operations.

Article 97. Effective Date

1. This Charter shall take effect from the date of approval by the General Meeting of Shareholders of the Company at the meeting on December 26, 2025, replacing the Charter approved on June 27, 2025.
2. This Charter shall be made in 05 (five) copies, with the same legal validity.
3. Copies or extracts of the Charter are valid when signed by the Chairman of the Board of Directors or the General Director of the Company.

Ho Chi Minh City, December 26, 2025

Legal Representative of the Company



DANG SI THUY TAM

APPENDIX 01 - CHARTER CAPITAL

(Attached to the Charter of Tien Phong Securities Corporation approved by the General Meeting of Shareholders on December 26, 2025)

STT	Timing	Charter Capital (VND)	Notes
1	29/12/2006	60.000.000.000	Securities business license No. 49/UBCK-GPHDKD issued by the State Securities Commission on 29/12/2006
2	06/09/2007	120.000.000.000	Amended License No. 72/UBCK-GPDCCT issued by the State Securities Commission on 06/09/2007
3	28/12/2007	240.000.000.000	Amended License No. 100/UBCK-GPDCCT issued by the State Securities Commission on 28/12/2007
4	24/04/2019	400.000.000.000	Amended License No. 24/GPDC-UBCK issued by the State Securities Commission on 24/04/2019
5	30/03/2020	439.600.000.000	Amended License No. 14/GPDC-UBCK issued by the State Securities Commission on 30/03/2020
6	29/10/2020	1.000.000.000.000	Amended License No. 71/GPDC-UBCK issued by the State Securities Commission on 29/10/2020
7	06/08/2021	2.000.000.000.000	Amended License No. 65/GPDC-UBCK issued by the State Securities Commission on 06/08/2021
8	19/04/2024	3.000.000.000.000	Amended License No. 24/GPDC-UBCK issued by the State Securities Commission on 19/04/2024
9	26/08/2024	3.359.997.430.000	Amended License No. 65/GPDC-UBCK issued by the State Securities Commission on 26/08/2024

For clarification, the information on the increase in Charter Capital and the Company's Charter Capital according to this Appendix 01 is updated up to December 26, 2025. The specific Charter Capital of the Company from time to time is recorded in and determined according to the Company's Establishment and Operation License and/or Enterprise Registration Certificate.