

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

Số: 49/2025/TPS-CBTT
No: 49/2025/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 05 tháng 12 năm 2025
Ho Chi Minh City, December 05, 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:

Thông báo mời họp và Dự thảo tài liệu họp Đại Hội Đồng Cổ Đông bất thường năm 2025 của TPS vào ngày 26/12/2025/ *Notice of Meeting and Draft Documents for the 2025 Extraordinary General Meeting of Shareholders (EGM) of TPS on December 26, 2025.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 05/12/2025 tại đường dẫn /This information was published on the company's website on December 05, 2025, as in the link: <https://www.tpbs.com.vn/vi/thong-tin-tps/quan-he-co-dong/thong-tin-co-dong/tps-thong-bao-moi-hop-va-du-thao-tai-lieu-hop-dai-hoi-dong-co-dong-bat-thuong-2025?postId=2608>

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 TIÊN 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:

- Dự thảo tài liệu và chương trình ĐHCĐ bất thường 2025/ Draft Documents and Agenda for the 2025 Extraordinary General Meeting of Shareholders (EGM).

**THÔNG BÁO MỜI HỌP ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG 2025
NOTICE OF MEETING INVITATION OF EGM 2025**

Kính gửi / Dear: Quý Cổ đông / Valued Shareholders

Hội Đồng Quản Trị của Công Ty Cổ Phần Chứng Khoán Tiên Phong (“**Công Ty**”) trân trọng kính mời Quý Cổ đông đến tham dự cuộc họp Đại Hội Đồng Cổ Đông bất thường 2025 với thông tin cụ thể như sau:

The Board of Directors (the BoD) of Tien Phong Securities Corporation (the “Company”) cordially invite valued shareholders to attend Extraordinary General Meeting Of Shareholders 2025 (the “EGM 2025”) with the following details:

Thời gian, địa điểm họp <i>Time and venue</i>	08:00 - ngày 26 tháng 12 năm 2025 tại Tầng 4, Tòa nhà Doji, Số 81-83-85 Hàm Nghi, Phường Sài Gòn, Thành phố Hồ Chí Minh. <i>08:00 AM - December 26, 2025 at Floor 4, Doji Tower, 81-83-85 Ham Nghi, Sai Gon Ward, Ho Chi Minh City.</i>
Hình thức họp <i>Meeting format</i>	Tham dự họp và biểu quyết trực tiếp. <i>In-person meeting and voting.</i>
Chương trình họp <i>Meeting agenda</i>	<ol style="list-style-type: none">1. Thông qua phương án thực hiện đợt chào bán cổ phiếu riêng lẻ năm 2025 / <i>Approval of the plan for implementing the private placement of shares 2025;</i>2. Thông qua việc sửa đổi, bổ sung Điều lệ / <i>Approval of amendments, supplements to the Company’s Charter;</i>3. Thông qua các nội dung khác thuộc thẩm quyền của Đại Hội Đồng Cổ Đông (nếu có) / <i>Approval of other contents under the authority of the General Meeting of Shareholders (if any).</i>
Chương trình và Tài liệu họp <i>Meeting agenda and documents</i>	Được đăng tải, cập nhật trên trang điện tử của Công Ty / <i>As posted, updated on the Company’s website (www.tpbs.com.vn).</i>

Để việc đón tiếp và tổ chức được chu đáo, Quý Cổ đông vui lòng đăng ký dự họp với Ban Tổ chức Đại hội theo thông tin liên hệ dưới đây trước **17:00 - ngày 25 tháng 12 năm 2025** / *To ensure proper arrangements for the meeting, valued shareholders are kindly requested to register their attendance with the Organizing Committee using the contact information below no later than 17:00 PM - December 25, 2025.*

Cổ đông, người được ủy quyền của cổ đông khi đến tham dự họp vui lòng mang theo bản gốc của các giấy tờ sau đây / *Shareholders and representatives of shareholders when attending the meeting should provide the originals of the following documents:*



- Thông báo mời họp / *Notice of meeting invitation*;
- Giấy ủy quyền tham dự Đại Hội Đồng Cổ Đông bất thường 2025 trong trường hợp cá nhân đến dự họp là đại diện ủy quyền của cổ đông (tham khảo mẫu “**Giấy xác nhận tham dự/ủy quyền tham dự Đại Hội Đồng Cổ Đông bất thường 2025**” được đăng tải trên trang thông tin điện tử của Công Ty) / *Letter of Authorization to attend the EGM 2025 in case the individual attending the meeting is the authorized representative of the shareholder (refer to the Letter of Attendance/Authorization to attend the EGM 2025 as posted on the Company’s website)*;
- Căn cước/Căn cước công dân/Hộ chiếu/Giấy tờ cá nhân hợp pháp khác / *ID card/Passport/Other legal personal documents.*

Trân trọng / *Sincerely.*

TM. HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOD



NGUYỄN HỒNG QUÂN
Chủ tịch Hội Đồng Quản Trị /
Chairman of the BoD

Nơi nhận / Recipient:

- *Như trên / As above;*
- *Lưu / Filed.*



Thông tin liên hệ của Ban tổ chức Đại hội / *Contact of the Organizing Committee*



Địa chỉ / *Address:* Tầng 7, Tòa nhà Doji, Số 81-83-85 Hàm Nghi, Phường Sài Gòn, Thành phố Hồ Chí Minh

Điện thoại / *Tel:* (028) 7301 3839

Fax: (028) 3911 8015

Website: <https://tpbs.com.vn/>



**TIÊN PHONG SECURITIES
CORPORATION**

SOCIALIST REPUBLIC OF VIETNAM
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MEETING AGENDA

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

Time: 08:00 AM - December 26, 2025

Venue: 4th Floor, Doji Tower, 81-83-85 Ham Nghi Street, Saigon Ward, HCMC

No.	Program	Time
I	Reception and registration procedures; verification of shareholders' eligibility	08:00 AM - 08:30 AM
II	Opening session	08:30 AM - 09:00 AM
1	Commencement of the Meeting and introduction of participants.	
2	Report on the verification of shareholders eligible to attend the EGM.	
3	Opening remarks.	
4	Introduction of and voting to approve the composition of the Presidium and the Secretariat.	
5	Adoption of the Regulations on the Organization of the EGM.	
6	Introduction of and voting to approve the Vote Counting Committee.	
7	Approve the agenda and contents of the EGM.	
III	Meeting proceedings	09:00 AM - 10:30 AM
1	Presentation of matters submitted to the General Meeting of Shareholders for approval, including: - The plan for the implementation of the private placement of shares 2025; - Amendments and supplements to the Company's Charter; - Other matters within the authority of the General Meeting of Shareholders (if any).	
2	Discussion.	
3	Voting.	
IV	Break and vote counting	10:30 AM - 10:45 AM
V	Announcement of vote counting results	10:45 AM - 11:00 AM
VI	Closing session	11:00 AM - 11:30 AM
1	Approval of the Minutes and Resolution of the EGM.	
2	Closing of the meeting.	



SAMPLE

VOTING BALLOT

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

After reviewing the submissions presented at the Extraordinary General Meeting of Shareholders of Tien Phong Securities Corporation (the “Company”) held on 26 December 2025, the shareholder casts votes on each matter as follows:

No.	MATTER FOR VOTING	VOTING OPTIONS		
		Approve	Not approve	Abstain
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 all contents of the Private Placement Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2	Approval of TPBank as the investor subscribing for shares in the Offering, and the exemption from the public tender offer requirement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3	Approval of the change to the charter capital of the Company after completion of the Offering.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.4	Approval of the matters assigned/authorized to the BoD relating to the implementation of the Offering.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the amendment and supplementation of the Charter, as detailed in Proposal No. 11/2025/TTr-HDQT dated December 05, 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Ho Chi Minh City, December 26, 2025
**Shareholder/Authorized Representative of
Shareholder**
(Sign and write full name)

See Notes on the following page



Notes:

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



**GIẤY XÁC NHẬN THAM DỰ / ỦY QUYỀN THAM DỰ
ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2025**

Kính gửi: Công Ty Cổ Phần Chứng Khoán Tiên Phong (“Công Ty”)

Tên cổ đông:	MSCD:
Số CCCD/Hộ chiếu/Giấy CNĐKDN:	
Ngày cấp:	Nơi cấp:
Địa chỉ:	Điện thoại:
Người đại diện theo pháp luật (<i>cổ đông là tổ chức</i>):	
Số lượng cổ phần sở hữu/đại diện sở hữu:	ORS

Căn cứ Thông báo mời họp Đại Hội Đồng Cổ Đông bất thường năm 2025 của Công Ty, Tôi/Chúng tôi xác nhận dự họp như sau: (*Vui lòng đánh dấu “X” vào ô lựa chọn tương ứng*)

<input type="checkbox"/> Trực tiếp tham dự	<input type="checkbox"/> toàn bộ cổ phần.	
	<input type="checkbox"/> một phần, cụ thể là:	cổ phần.
<input type="checkbox"/> Ủy quyền cho người khác^(*)	<input type="checkbox"/> toàn bộ cổ phần.	
	<input type="checkbox"/> một phần, cụ thể là:	cổ phần.
Tên người được ủy quyền:		
Số CCCD/Hộ chiếu:		
Ngày cấp:	Nơi cấp:	
Địa chỉ:	Điện thoại:	
<input type="checkbox"/> Ủy quyền cho Ông Nguyễn Hồng Quân - Chủ tịch HĐQT^(*)	<input type="checkbox"/> toàn bộ cổ phần.	
	<input type="checkbox"/> một phần, cụ thể là:	cổ phần.

(*) Nội dung ủy quyền: Thay mặt và đại diện cổ đông thực hiện tất cả quyền, nghĩa vụ của cổ đông tại cuộc họp Đại Hội Đồng Cổ Đông bất thường năm 2025 của Công Ty, bao gồm nhưng không giới hạn việc dự họp, thảo luận, phát biểu ý kiến và thực hiện biểu quyết.

Thời hạn ủy quyền: Kể từ ngày ký cho đến khi kết thúc cuộc họp Đại Hội Đồng Cổ Đông bất thường năm 2025 của Công Ty, bao gồm các lần triệu tập lại (nếu có).

Cổ đông hoàn toàn chịu trách nhiệm về việc ủy quyền theo quy định của pháp luật.

....., ngày tháng năm 2025

NGƯỜI ĐƯỢC ỦY QUYỀN

(Ký, ghi rõ họ tên)

CỔ ĐÔNG

(Ký, ghi rõ họ tên, đóng dấu nếu là tổ chức)

**LETTER OF ATTENDANCE / AUTHORIZATION TO ATTEND
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025**

To: Tien Phong Securities Corporation (the “Company”)

Shareholder’s name:	Code:
ID/Passport/ERC No:	
Date of issue:	At:
Address:	Tel:
Legal representative (<i>shareholders being organizations</i>):	
Amount of owned/reprented owning shares:	ORS

Pursuant to the Notice of Meeting Invitation of Extraordinary General Meeting of Shareholders 2025 (the “**EGM 2025**”) of the Company, I/We confirm to attend the meeting as follows: (*Please write “X” in the corresponding box*)

<input type="checkbox"/> In-person attendance	<input type="checkbox"/> all shares.	
	<input type="checkbox"/> partially:	share(s).
<input type="checkbox"/> Authorization for others^(*)	<input type="checkbox"/> all shares.	
	<input type="checkbox"/> partially:	share(s).
Name of authorized person:		
CCCD/Passport No:		
Date of issue:	At:	
Address:	Tel:	
<input type="checkbox"/> Authorization for Mr. Nguyen Hong Quan - Chairman^(*)	<input type="checkbox"/> all shares.	
	<input type="checkbox"/> partially:	share(s).

(*) Scope of authorization: The authorized person shall, on behalf of and in representation of the shareholders, perform all rights and obligations of the shareholders at the Extraordinary General Meeting of Shareholders 2025 of the Company, including but not limited to attending meetings, discussing, expressing opinions and voting.

Effectiveness of authorization: From the date of signing to the end of the EGM 2025 of the Company, including re-convening (if any).

Shareholders shall be fully responsible for the authorization in accordance with laws.

....., date month 2025

AUTHORIZED PERSON
(Signed, written full name)

SHAREHOLDER
(Signed, written full name, stamped if being an organization)

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;

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- 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, 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**

NGUYEN HONG QUAN

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 amendment and supplementation of the Charter (as detailed in Proposal No. 11/2025/TTr-HDQT dated December 05, 2025).

At the same time, approval of the promulgation of the new Charter as attached to Proposal No. 11/2025/TTr-HDQT dated December 05, 2025.



Article 3. This Resolution was approved by the Extraordinary General Meeting of Shareholders 2025 on December 26, 2025, and takes effect from the signing date. The BoD, the BoS, the General Director, and relevant units and individuals of the Company shall be responsible for implementing this Resolution.

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

Recipient:

- As in Article 3 (for implementation);
- GMS, BoS (for reporting);
- Archive: Office of the BoD.

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 (<i>zero</i>) 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



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

(signed and sealed)

Recipients:

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

NGUYEN HONG QUAN





DRAFT

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

Ho Chi Minh City, December 26, 2025

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LEGAL BASIS

1. Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation of the Law on Enterprises (LOE 2000);
2. Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents amending and supplementing the implementation of the Securities Law (LCK 2019);
3. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law 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 amending documents, supplemented (Decree 155/2020/ND-CP);
4. Decree No. 99/2016/ND-CP dated July 01, 2016 of the Government regulating the management and use of seals;
5. Circular No. 91/2020/TT-BTC dated November 13, 2020 of the Ministry of Finance stipulating financial prudential norms and handling measures for securities trading organizations that do not meet financial prudential norms and Circular No. 102/2025/TT-BTC dated October 29, 2025 of the Ministry of Finance amending, supplementing a number of articles of Circular No. 91/2020/TT-BTC (CIRCULAR 91/2020/TT-BTC);
6. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities (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 and amending and supplementing documents (Circular 121/2020/TT-BTC);
8. Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the securities market and amending and supplementing documents (Circular 96/2020/TT-BTC);
9. Circular No. 48/2019/TT-BTC dated August 08, 2019 of the Ministry of Finance guiding the setting up and handling of provisions for inventory depreciation, losses of investments, bad debts and warranty of products, goods, services, and construction works at enterprises and Circular No. 24/2022/TT-BTC dated April 07, 2022 of the Ministry of Finance amending a number of Article of Circular No. 48/2019/TT-BTC (Circular 48/2019/TT-BTC);
10. Circular No. 197/2015/TT-BTC dated December 03, 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 I. Explanation 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 the Company's licenses are amended, supplement from time to time.
 - c. **"Enterprise Registration Certificate"** means the Company's Enterprise Registration Certificate with the enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, amended and supplemented from time to time.
 - d. **"Charter Capital"** means the charter capital of the Company as specified in Article 9 of the Charter.
 - e. **"Shareholder"** means an individual or organization that owns at least one share of the Company¹.
 - f. **"Major shareholder"** means a shareholder who owns 5% or more of the Company's voting shares².
 - g. **"Dividend"** means the after-tax profit paid for each share in cash or other assets³.
 - h. **"Company Manager" or "Manager"** means the Company's manager 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 Directors, Deputy General Directors, Chief Financial Officers, Chief Accountants; Head of the Supervisory Board and members of the Supervisory Board; 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 Securities Law.
 - k. **"Persons with family relations"** are persons in the relationships specified in Clause 22, Article 4 of the Law on Enterprises.

¹ Clause 3, Article 4 of the LOE 2020

² Clause 18, Article 4 of the 2019 LCK

³ Clause 5 Article 4 LOE 2020

⁴ Clause 24, Article 4 of the LOE 2020

- l. **"Foreign ownership ratio"** means the total share ownership ratio to charter capital of all foreign investors and economic organizations with foreign investors holding more than 50% of the charter capital of such economic organizations.
 - m. **"Law on Enterprises"** means the Law 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. **"Securities Law"** means the Securities Law No. 54/2019/QH14 which was approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and amended and supplemented documents from time to time.
2. In this Charter, references to any document shall include those amending, supplementing or replacing such documents.
 3. The headings (Points, Clauses, Articles, Sections, Chapters of these Regulations) are used for the convenience of monitoring reading comprehension and do not affect the interpretation of the content and meaning of these Regulations.
 4. Words or terms that have been defined in the Corporate Law and the Securities Law shall have the same meanings in these Articles of Association if they do not conflict with the subject or context.

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

Article 2. Name, form, head office, operation network, duration of operation

1. Company Name:
 - Name in Vietnamese: TIEN PHONG SECURITIES CORPORATION
 - Name in English: TIEN PHONG SECURITIES CORPORATION
 - Trading name: TP SECURITIES
 - Abbreviation: TPS
2. The Company is a joint stock company, with full legal status in accordance with the provisions of current Vietnamese law.
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. The Company's network of activities:
 - 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 only conducts business activities at the locations where the head office, branches and transaction offices are located that have been approved by the State Securities Commission.
5. The Company's operation term will start from the date the Company is granted the Establishment and Operation License for the first time by the State Securities Commission and extend indefinitely, except for the case of premature termination of operation as prescribed in Clause 4, Article 92 of this Charter.

Article 3. Legal representative⁵

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

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

Article 4. Responsibilities of the Company's Legal Representative⁶

1. The Company's legal representative has the following responsibilities:
 - a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;
 - b. Loyal to the interests of the Company; not abusing their positions and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals;
 - c. Promptly, fully and accurately notify the Company of the enterprise that he/she or his/her related person owns or has shares or capital contributions in accordance with the provisions of law.
2. The legal representative of the Company shall be personally responsible in accordance with the provisions of law for damage to the Company due to the breach of responsibilities specified in Clause 1 of this Article.

Article 5. The Company's Mark

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 ACTIVITIES

Article 6. Business Scope 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 consulting.
2. In addition to securities trading operations specified in Clause 1 of this Article, the Company is allowed to provide securities and financial products and services and/or carry out activities in other business lines in accordance with the provisions of 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. Create conditions and a professional working environment for talents to develop, improve the welfare of employees.

⁶ Article 13 LOE 2020

⁷ Articles 72, 86 of the 2019 Law

4. Maximizing the value of shares and benefits for shareholders.
5. Contributing to the development of Vietnam's stock market.

Article 8. Rights and obligations of the Company

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

PART IV. CHARTER CAPITAL, SHARES, SHAREHOLDERS

Article 9. Charter capital and foreign ownership ratio

1. The Company's charter capital is divided into many equal parts called shares, the par value is 10,000 VND/share (ten thousand VND per share).
2. The Company's charter capital 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 Company's specific Charter Capital from time to time is recorded in the Company's Establishment and Operation License and/or Business Registration Certificate.
3. The Company may change the increase or decrease of the Charter Capital when approved by the General Meeting of Shareholders in accordance with the provisions of 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 Company's shares are of the ordinary share type only on the date of adoption of this Charter. The owner of ordinary shares is an ordinary shareholder.
2. From time to time, in addition to ordinary shares, the Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders in accordance with the provisions of law. Preferred shares include the following types:
 - a. Dividend preference shares;
 - b. Redeemable Preferred Shares;
 - c. Voting preference shares;
 - d. Other preference shares: according to the provisions of the preference share issuance plan approved by the General Meeting of Shareholders in accordance with the provisions of law.
3. Characteristics of the types of preferred shares:
 - a. Voting preference shares are ordinary shares with more voting votes than other ordinary shares; the number of voting votes of a voting preference share shall be decided by the General Meeting of Shareholders. Only organizations

⁸ Clause 1 Article 112 LOE 2020

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

¹⁰ Clause 1 Article 77 of the 2019 Law

¹¹ Article 114 LOE 2020

authorized by the Government are entitled to hold voting preference shares. Voting rights and the duration of voting preference for voting preference shares held by organizations authorized by the Government shall be decided by the General Meeting of Shareholders. After the voting preference period, the voting preference shares shall be converted into ordinary 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 Company's business results. The specific fixed dividend level and the method of determining the bonus dividend are inscribed on the shares of the dividend preference shares¹³;
 - c. Refundable preference shares are shares that are refunded by the Company at the request of the owner or according to the conditions stated in the shares of the refundable preference shares and the Charter (if any).¹⁴
4. The person entitled to purchase dividend preference shares, refundable preference shares and other preference shares shall be decided by the General Meeting of Shareholders when implementing the plan to issue additional shares.
 5. Each share of the same type gives the holder of that share equal rights, obligations and benefits.
 6. Ordinary shares cannot be converted into preferred shares. Preferred shares may be converted into ordinary shares according to the resolution of the General Meeting of Shareholders.
 7. Ordinary shares used as underlying assets for the issuance of non-voting depository certificates (if any) are called basic ordinary shares. Non-voting depository certificates have economic interests and obligations corresponding to the grassroots ordinary shares, except for voting rights.
 8. The Company may issue other securities when approved by the General Meeting of Shareholders or the Board of Directors, as the case may be, in accordance with the provisions of law and the Charter.

Article 11. Shareholder¹⁵

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own in the Company.
2. Shareholders who own 10% or more of the Charter Capital must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders.
3. Shareholders owning 10% or more of the Charter Capital must fully notify the Company within 24 (twenty-four) hours from the receipt of the information in the following cases:
 - a. The number of shares blocked, pledged or handled under the Court's decision;

¹² Clause 1 Article 116 LOE 2020

¹³ Clause 1, Article 117 of the LOE 2020

¹⁴ Clause 1 Article 118 LOE 2020

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

- b. Shareholders are organizations that decide to change their name or divide, separate, dissolve or go bankrupt.
4. The Company must report to the State Securities Commission on the cases specified in Clause 3 of this Article within 05 (five) days from the date of receipt of the shareholder's notice.
5. A shareholder owns 10% or more of the Charter Capital and a related person of such shareholder does not own more than 5% of the Charter Capital of another securities company¹⁶.
6. Shareholders who are foreign investors must meet the conditions specified in Article 77 of the Law on Securities¹⁷.

Article 12. Rights of ordinary shareholders¹⁸

1. Ordinary shareholders have the following rights:
 - a. Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms of voting as prescribed by law and the Charter (if any). Each ordinary share has 01 (one) vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Priority shall be given to the purchase of newly offered shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company in accordance with the share offering plan and/or the plan to increase the charter capital approved by the General Meeting of Shareholders;
 - d. Freely transfer their shares to others, except for the case of restriction of transfer in accordance with the provisions of law and the Charter and/or under the conditions specified in the shares of the corresponding shares (if any);
 - e. Review, look up and extract information about names and contacts in the list of shareholders with voting rights; request correction of their inaccurate information;
 - f. Review, lookup, extract or copy the Charter, Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
 - h. Other rights as prescribed by law and the Charter (if any).
2. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the following rights:
 - a. Reviewing, looking up and extracting minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts and transactions must be approved by the Board of

¹⁶ Point c, Clause 2, Article 74 of the 2019 Law

¹⁷ Point d, Clause 2, Article 74 of the 2019 LCK

¹⁸ Article 115 LOE 2020

- Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
- b. Request to convene a meeting of the General Meeting of Shareholders in the case specified in Clause 3 of this Article;
 - c. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the contents specified at Point c, Clause 2, Article 115 of the Law on Enterprises;
 - d. Other rights as prescribed by law and the Charter (if any).
3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares may request the convening of the General Meeting of Shareholders in the following cases:
- a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority;
 - b. Other cases as prescribed by the Charter (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 Law on Enterprises. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Directors, the extent of the violation or the decision beyond its competence. Shareholders or groups of shareholders shall take full responsibility before law for the accuracy and truthfulness of documents and evidences provided to the Company and competent agencies when requesting the convening of the General Meeting of Shareholders.
5. Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate persons to the Board of Directors or the Supervisory Board. The nomination of persons to the Board of Directors and the Supervisory Board 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 issues under the jurisdiction of the General Meeting of Shareholders with the number of votes as prescribed at Point a, Clause 3, Article 10 of the Charter.
2. Other rights as ordinary shareholders, except for the right to transfer voting preference shares to other persons, except for the case of transfer under legally effective judgments or decisions of the Court or inheritance.

Article 14. Rights of shareholders owning dividend preference shares²⁰

1. Receive dividends as prescribed at Point b, Clause 3, Article 10 of the Charter.
2. Receive the remaining assets corresponding to the percentage of share ownership in the Company, after the Company has paid off all debts and preferential shares refunded when the Company dissolves or goes bankrupt.

¹⁹ Article 116 of the LOE 2020

²⁰ Article 117 of the LOE 2020

3. Other rights as ordinary shareholders, except for the case specified in Clause 4 of this Article.
4. Shareholders owning dividend preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Control Board, except for the case specified in Clause 6, Article 148 of the Law on Enterprises.

Article 15. Rights of shareholders owning refundable 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.
3. Shareholders owning refundable preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Control Board, except for the cases specified in Clause 5, Article 114 and Clause 6, Article 148 of the Law on Enterprises.

Article 16. Obligations of shareholders²²

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

Article 17. The authorized representative of the shareholder is an organization²³

1. The 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.

²¹ Article 118 LOE 2020

²² Article 119 LOE 2020

²³ Article 14 LOE 2020

2. An organization that is a shareholder of the Company that owns at least 10% of the total ordinary shares may authorize a maximum of 03 (three) representatives.
3. In case the shareholder is an organization appointing more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder being an organization does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
4. The appointment of an authorized representative must be in writing, must be notified to the Company and shall be effective only for the Company from the date of receipt of the written notice by the Company. The authorization document must contain the main contents as prescribed in Clause 4, Article 14 of the Law on Enterprises.
5. The authorized representative must meet the criteria and conditions specified in Clause 5, Article 14 of the Law on Enterprises.
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 legitimate interests of the authorized shareholders;
 - c. The authorized representative shall be responsible to the authorized shareholders for the violation of the obligations specified in this Article. The authorized shareholder shall be liable to the third party for liabilities arising in relation to the rights and obligations exercised through the authorized representative.

Article 18. Register of Shareholders²⁵

1. The Company must prepare and manage the Register of Shareholders/List of Shareholders from the date of issuance of the Establishment and Operation License. The shareholder register/shareholder list can be a paper document, an electronic data set recording information about the shareholders of the Company or both.
2. The register of shareholders/list of shareholders must ensure the main contents as prescribed in Clause 2, Article 122 of the Law on Enterprises or regulations of other organizations with the function of managing the register of shareholders/list of shareholders.
3. The register of shareholders/list of shareholders shall be kept at the head office of the Company or other organizations with the function of managing the register of shareholders/list of shareholders. Shareholders have the right to check, look up or extract, copy the names and contact addresses of the Company's shareholders in the Register of Shareholders/List of Shareholders during working hours of the Company or

²⁴ Article 15 LOE 2020

²⁵ Article 122 LOE 2020

other organizations with the function of managing the Register of Shareholders/List of Shareholders.

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

Article 19. Stocks, other financial products and securities

1. Stock²⁶:
 - a. Shares are securities that confirm the legal rights and interests of the owner to a part of the Company's share capital. Stocks must have all the main contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
 - b. In case there is an error in the content and form of shares issued by the Company, the rights and interests of the owner of such shares are not affected. The Company's legal representative is responsible for damages caused by such errors.
 - c. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:
 - (i) Information about shares that have been lost, damaged or otherwise destroyed;
 - (ii) Commit to take responsibility for disputes arising from the re-issuance of new shares.
2. Secured Warrants:
 - a. Secured Warrant means a type of security with collateral issued by the Company, which allows the holder to purchase (call warrant) or to sell (sell warrant) the underlying securities to the Company at a predetermined price, at or before a fixed time, or receive the difference between the exercise price and the price of the underlying securities at the time of execution²⁷.
 - b. The 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.

²⁶ Article 121 of the LOE 2020

²⁷ Clause 6, Article 4 of the 2019 LCK

²⁸ Clause 2, Article 86 of the 2019 Law Code, Article 202 of Decree 155/2020/ND-CP

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 trading activities, according to the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with the provisions of relevant laws, the Company may increase the Charter Capital in the following forms:
 - a. Additional public offering of securities: additional public offering of shares or issuance of share purchase rights to existing shareholders;
 - b. Private placement of shares;
 - c. Offering and issuing shares in other forms leading to an increase in charter capital: issuance of shares to pay dividends; issuance of shares to increase share capital from equity; issuance of shares under the option program for employees; issuance of shares for conversion of convertible bonds; issuance of shares to exercise the rights of warrants;
 - d. Other forms as prescribed by law (if any).
2. Reduction of charter capital³¹:
 - a. Subject to the approval of the State Securities Commission in accordance with relevant laws, the Company may reduce the Charter Capital in the following forms:
 - (i) Redemption of shares to reduce charter capital in accordance with the provisions of Article 36 of the Securities Law;
 - (ii) Redemption 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 reduce the Charter Capital in accordance with the provisions of the Law on Enterprises and the Law on Securities and meet the following conditions:
 - (i) The reduced equity must not be lower than the minimum charter capital as prescribed by the law on securities;
 - (ii) The ratio of available capital after capital reduction is at least 180%;
 - (iii) Capital reductions must be at least 12 (twelve) months apart;
 - (iv) Satisfying the conditions for redemption of their own shares specified in Article 36 of the Law on Securities;

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

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

³¹ Clause 5, Article 112 of the LOE 2020, Article 36 of the LOE 2019 and Article 188 of Decree 155/2020/ND-CP

- (v) Meet the regulations on foreign ownership ratio in accordance with the law on securities.
3. The order and procedures for increasing and decreasing charter capital in each case shall be implemented accordingly in accordance with relevant laws.
4. After completing the increase or decrease of Charter Capital, the Company shall carry out the procedures for adjusting (i) the License for establishment and operation of securities business and (ii) the Company's Enterprise Registration Certificate in accordance with relevant laws.

Article 21. Acquisition of shares at the request of shareholders³²

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

1. Shareholders who vote not to pass the resolution on the reorganization of the Company or change the rights and obligations of shareholders specified in the Charter have the right to request the Company to repurchase their shares. The request for share repurchase must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended sale price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) days from the date the General Meeting of Shareholders approves the resolution on the matters specified in this Clause.
2. The Company must repurchase shares at the request of shareholders in the above case at the market price within 90 (ninety) days from the date of receipt of the shareholder's request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The Company introduces at least 03 (three) valuation organizations for shareholders to choose and that selection is the final decision.

Article 22. Transfer of shares³³

1. The Company's shares are freely transferable, except for cases where transfer is restricted in accordance with the provisions of the Law on Enterprises, the Law on Securities, the Charter and/or specified in the shares of the respective shares.
2. The transfer of shares of the Company shall be carried out in the form of transactions on the securities market with the order and procedures for transfer in accordance with the provisions of the law 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 issuance in accordance with the provisions of law.
2. The plan for private placement of convertible bonds and private placement of bonds with warrants must be approved by the General Meeting of Shareholders.

³² Article 132 of the LOE 2020

³³ Article 127 LOE 2020

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

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

PART V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 24. Principles of governance and administration³⁵

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

Article 25. Organizational structure, governance and management control³⁶

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

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

MỤC 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. Through the development orientation of the Company;
 - b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
 - c. Electing, dismissing and dismissing members of the Board of Directors and members of the Control Board;
 - d. Through investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest audited financial statements;
 - e. Decision on amendments and supplements to the Charter;
 - f. Approve audited annual financial statements;

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

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

³⁷ Article 138 of the LOE 2020

- g. Consider and handle violations of members of the Board of Directors and Controllers that cause damage to the Company and the Company's shareholders;
- h. Decision on reorganization and dissolution of the Company;
- i. Decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- j. Approving the Internal Regulation on Corporate Governance; Operation Regulations of the Board of Directors; Operation Regulations of the Supervisory Board;
- k. Approving the list of independent auditing firms; decide on an independent audit firm to inspect the Company's operations, dismiss or dismiss independent auditors when deeming it necessary;
- l. Other rights and obligations as prescribed by relevant laws and the Charter (if any).

Article 27. General Meeting of 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 place 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.
2. The General Meeting of Shareholders must meet annually within 04 (four) months from the end of the fiscal year. In case it is not possible to hold the meeting within the above time limit, the Board of Directors has the right to decide to extend the time limit for organizing the Annual General Meeting of Shareholders. The Company must report to the State Securities Commission in writing, clearly stating the reason and must hold the Annual General Meeting of Shareholders within the next 02 (two) months³⁹.
3. The Annual General Meeting of Shareholders discusses and approves the following issues:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d. Report of the Supervisory Board on the business results of the Company, on the performance of the Board of Directors, the General Director;
 - e. Report on the self-assessment of the performance of the Supervisory Board and the Controller;
 - f. Dividend level for each share of each type;
 - g. Other matters fall under the jurisdiction of the General Meeting of Shareholders (if any).

³⁸ Article 139 LOE 2020

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

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 Supervisory Board 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 Supervisory Board;
 - 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 the failure to convene the General Meeting of Shareholders as prescribed in this Article.
3. In case the Board of Directors fails to convene an extraordinary General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 (thirty) days, the Supervisory Board shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises and the Charter. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate the Company for damages incurred due to the failure to convene the General Meeting of Shareholders as prescribed in this Article.
4. In case the Supervisory Board 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 Law on Enterprises and the Charter.
5. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Make a list of shareholders entitled to attend the meeting;
 - b. Providing information and settling complaints related to the list of shareholders;
 - c. Preparation of meeting agendas and contents;
 - d. Prepare documents for the meeting;

⁴⁰ Article 140 LOE 2020

- e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election of members of the Board of Directors and Controllers;
 - f. Determine the time and place of the meeting, the form of organization of the meeting;
 - g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the provisions of the Law on Enterprises and the Charter;
 - h. Other tasks for the meeting.
6. Members of the Board of Directors and members of the Supervisory Board 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 Supervisory Board must report in writing to the Board of Directors and the Supervisory Board⁴¹.
 7. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders⁴².
 8. All expenses for convening and conducting the General Meeting of Shareholders under this Article will be refunded by the Company on the basis of valid and complete documents. The cost of convening and conducting this General Meeting of Shareholders does not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the Register of Shareholders/list of shareholders of the Company. The Company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date⁴⁴. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must contain the full name, contact address, nationality, and number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office of the shareholder being the organization; the number of shares of each type, the number and date of registration of shareholders of each shareholder.

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

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

⁴³ Article 141 LOE 2020

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

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

Article 30. Agenda and contents of the General Meeting of 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 issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
3. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 2 of this Article, at least 02 (two) working days before the opening date of the General Meeting of Shareholders, he must reply in writing and clearly state the reason. The convener of the General Meeting of Shareholders has the right to reject the petition if it falls into one of the following cases:
 - a. The petition is sent in contravention of the provisions of Clause 2 of this Article;
 - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Charter;
 - c. The issue of recommendations is not under the jurisdiction of the General Meeting of Shareholders.
4. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

Article 31. Invitation to the General Meeting of 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, time and place of the meeting and other requirements for meeting attendees.

⁴⁵ Article 142 of the LOE 2020

⁴⁶ Article 143 of the LOE 2020

2. The notice of invitation to the meeting shall be sent by the method to ensure that the contact address of the shareholders is reached and posted on the Company's website; in case the Company deems it necessary, it shall publish in the central or local daily newspaper.
3. The notice of invitation to the meeting must be enclosed with the following documents:
 - a. The meeting agenda, documents used in the meeting and the draft resolution for each issue in the meeting agenda;
 - b. Voting slips.
4. The sending of meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting on the Company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

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

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize in writing one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3 of this Article.
2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders shall comply with the provisions of civil 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, and the name of the authorized shareholder. Authorization contents, scope of authorization, authorization duration, signatures of the authorizing party and the authorized party. Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the attendees must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).
3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorize other individuals and organizations to attend and vote at meetings;
 - c. Attending and voting through online conferences;
 - d. Participate in voting through the electronic voting system;
 - e. Send the vote to the meeting by mail, fax, email or other forms as prescribed by 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.

⁴⁷ Article 144 of the LOE 2020

⁴⁸ Article 145 LOE 2020

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

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

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

1. Before the opening of the meeting, it is necessary to register shareholders to attend the General Meeting of Shareholders.
2. The election of the Chairman, Secretary and Vote Counting Committee of the General Meeting of Shareholders is prescribed 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 incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect a person to be the Chairperson, the Head of the Executive Control Board 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 Chairman of the meeting;
 - b. Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the Chairperson of the meeting and the person with the highest number of votes to chair the meeting;
 - c. The chairperson shall appoint one or several persons to act as the secretary of the meeting;
 - d. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairman of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must determine the time for each issue in the meeting agenda.

⁴⁹ Article 146 LOE 2020

4. The Chairman has the right to take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of vote counting shall be announced by the Chairperson or the person assigned by the Chairperson immediately before the closing of the meeting.
6. Shareholders or authorized persons who attend the meeting after the meeting has opened are still registered and have the right to participate and vote immediately after registration. In this case, the validity of the previously voted contents does not change.
7. The convener or chairperson of the General Meeting of Shareholders has the following rights:
 - a. Require all attendees to submit to inspections or other lawful and reasonable security measures;
 - b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the 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 enough convenient seating for all attendees;
 - b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
 - c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
9. In case the 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 attendees to replace the Chairman to administer the meeting until the end; All resolutions passed at that meeting are enforceable.
10. In addition to organizing the General Meeting of Shareholders in the traditional form in accordance with the provisions of this Charter, the General Meeting of Shareholders may be held online depending on the decision of the convener of the General Meeting of Shareholders in each specific case.

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

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

Article 35. Form of approving the resolution of the General Meeting of Shareholders⁵⁰

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

Article 36. Conditions for the resolution of the General Meeting of Shareholders to be approved⁵¹

1. A resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:
 - a. Change of charter capital, type of shares and total number of shares of each type;
 - b. Change of business lines, professions and fields;
 - c. Changes in the organizational structure of the Company's management specified in Article 25 of the Charter;
 - d. Approving the issue specified at Point d, Clause 2, Article 26 of the Charter;
 - e. Reorganization and dissolution of the Company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.
3. The voting for the election of members of the Board of Directors and the Control Board must be carried out by the method of cumulative voting, whereby:
 - a. Each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and the shareholders have the right to put all or part of their total votes to one or several candidates;
 - b. The winner of the election of a member of the Board of Directors or the Supervisory Board shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members to be elected at each time;
 - c. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Control Board, 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.

⁵⁰ Article 147 LOE 2020

⁵¹ Article 148 of the LOE 2020

4. In case of adoption of a resolution in the form of a written opinion, the resolution of the General Meeting of Shareholders shall be adopted if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote, except for the cases specified in Clauses 3 and 6 of this Article.
5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is passed. The submission of the resolution may be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of adoption of the resolution of the General Meeting of Shareholders.
6. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or is approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

Article 37. Competence and procedure for collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders⁵²

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

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 35 of the Charter.
2. The Company must disclose information about the expected last registration date for exercising the rights of existing shareholders at least 10 (ten) days before the expected last registration date⁵³. The Board of Directors shall prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 (ten) days before the deadline for returning the opinion poll. The making of the list of shareholders to send opinion polls shall comply with the provisions of Clause 1 and Clause 2, Article 29 of the Charter. Requirements and methods of sending opinion polls and enclosed documents shall comply with the provisions of Article 31 of the Charter.
3. The opinion poll must include the main contents specified in Clause 3, Article 149 of the Law on Enterprises.
4. Shareholders may send the answered opinion poll to the Company by mail, fax, email or electronic voting according to the following provisions :
 - a. In case of sending a letter: The replied opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

⁵² Article 149 LOE 2020

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

- b. In case of sending fax or email: The opinion poll sent to the Company must be kept confidential until the time of counting votes;
 - c. In case of sending opinions through the electronic voting system: Comply with the regulations on electronic voting applied by the Company from time to time;
 - d. Opinion polls sent to the Company after the time limit specified in the opinion poll or have been opened in the case of sending letters and disclosed in case of fax or e-mail are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors organizes the vote counting and makes a record of vote counting under the witness and supervision of the Supervisory Board or of shareholders who do not hold management positions of the Company. The vote counting record must include the main contents specified in Clause 5, Article 149 of the Law on Enterprises.
- Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 (twenty-four) hours from the end of the vote counting.
7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
8. The resolution is adopted in the form of collecting shareholders' opinions in writing and is as valid as the resolution passed at the General Meeting of Shareholders.

Article 38. Minutes of the General Meeting of Shareholders⁵⁴

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and must include the main contents specified in Clause 1, Article 150 of the Law on Enterprises.
- In case the Chairperson or Secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. The minutes of the meeting clearly state the refusal of the Chairman or Secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
3. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

⁵⁴ Article 150 LOE 2020

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

Article 39. Request to cancel the resolution of the General Meeting of 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 shall consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing a decision of the General Meeting of Shareholders in serious violation of the provisions of the Law 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. Effect of the resolution 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 legal and effective even if the order and procedures for convening meetings, collecting shareholders' opinions in writing and passing such resolution violate the provisions of the Law on Enterprises and the Charter.
3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 39 of the Charter, such resolution shall remain effective until the decision to cancel such resolution of the Court or Arbitrator takes effect. except for cases of application of provisional emergency measures under decisions of competent State agencies.

MỤC 2. BOARD

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

⁵⁵ Article 151 of the LOE 2020

⁵⁶ Article 152 of the LOE 2020

⁵⁷ Article 153 LOE 2020

Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

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

- a. Decide on the Company's strategy, medium-term development plan and annual business plan;
- b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
- c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
- d. Deciding on the selling price of shares and bonds of the Company;
- e. To decide on investment plans and investment projects within the scope of their competence and within the limits prescribed by law;
- f. Deciding on solutions for market development, marketing and technology;
- g. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements. This provision does not apply to contracts and transactions under the decision-making competence of the General Meeting of Shareholders in accordance with the provisions of law and the Charter;
- h. Election, dismissal and dismissal 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); determination of salaries, remuneration, bonuses and other benefits of the above-mentioned managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons;
- i. Supervise and direct the General Director and other managers in running the Company's daily business;
- j. Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, transaction offices, representative offices;
- k. Decide to establish subcommittees under the Board of Directors to support and advise the Board of Directors in managing the Company and performing the functions and tasks of the Board of Directors;
- l. Prepare contents and documents to be submitted to the General Meeting of Shareholders for approval of matters under the jurisdiction of the General Meeting of Shareholders, except for contents under the tasks and powers of the Supervisory Board; approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting shareholders' opinions in writing to approve matters under the competence of the General Meeting of Shareholders;

- m. Submit the audited annual financial statements to the General Meeting of Shareholders;
 - n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
 - o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
 - p. Other rights and obligations as prescribed by 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 activities;
 - b. Treat all shareholders equally and respect the interests of persons with interests related to the Company;
 - c. Ensure that the Company's operations comply with the provisions of the law, the Company's Charter and internal regulations;
 - d. Develop the Operation Regulations of the Board of Directors and submit them to the General Meeting of Shareholders for approval and publication on the Company's website;
 - e. Supervise and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, General Directors and other managers, including misuse of Company assets and abuse of transactions with related parties;
 - f. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with law;
 - g. Appointment of the person in charge of corporate governance;
 - h. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Director, Person in charge of corporate governance and other managers of the Company;
 - i. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with law;
 - j. Pay dividends to shareholders in accordance with the provisions of law after being approved by the Annual General Meeting of Shareholders.
4. The Board of Directors approves resolutions and decisions by voting at the meeting, collecting opinions in writing or in other forms prescribed by the Charter (if any). Each Board member has one vote.
5. In case the resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Charter, causing damage to the Company, the members who agree to the adoption of such resolution or decision must be jointly and severally responsible for the resolution, decision and must compensate the Company for damages; Members who object to the passage of the above-mentioned resolutions or decisions are exempt from liability. In this case, the shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above resolution or decision.

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

Article 42. Tenure 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 ensure the following provisions:
 - (i) Having at least 01 (one) non-executive member in case the Company has from 03 (three) to 05 (five) members of the Board of Directors;
 - (ii) There are at least 02 (two) non-executive members in case the Company has the number of members of the Board of Directors from 06 (six) to 07 (seven) members.
 - b. The number of independent members of the Board of Directors of the Company must ensure the following provisions:
 - (i) Having at least 01 (one) independent member in case the Company has the number of members of the Board of Directors from 03 (three) to 05 (five) members;
 - (iii) There are at least 02 (two) independent members in case the Company has the number of members of the Board of Directors from 06 (six) to 07 (seven) members.
2. The term of office of the Board of Directors and members of the Board of Directors shall not exceed 05 (five) years; may be re-elected for an unlimited number of terms, except for the case where an individual is only elected as an independent member of the Board of Directors for no more than 02 (two) consecutive terms.
3. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
4. In case a member is elected to supplement or replace a member who is dismissed or dismissed from office within the term of office, the term of office of such member shall be the remaining term of the term of office of the Board of Directors.

Article 43. Criteria and conditions for membership of the Board of 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 Law 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;

⁵⁹ Article 154 of the LOE 2020

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

⁶¹ Article 155 of the LOE 2020

- c. Members of the Board of Directors of the Company must not be concurrently members of the Board of Directors, members of the Board of Members, General Directors/Directors of other securities 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 be a person who is working for the Company, its parent company or subsidiaries; not being a person who has worked for the Company, the parent company or its subsidiaries for at least 03 (three) consecutive years;
 - b. Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to as prescribed;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the Company; be a manager of the Company or its subsidiaries;
 - d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
 - e. Not being a person who has been a member of the Board of Directors or Supervisory Board of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;
 - f. Other standards 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 of course no longer be non-executive members of the Board of Directors. independent members of the Board of Directors from the date of failure to meet the conditions. The Board of Directors must notify the non-executive or independent member of the Board of Directors no longer satisfying the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing to elect additional or replacement members of the Board of Directors within 06 (six) months from the date of receipt of notices from non-executive members of the Board of Directors or independent members of the relevant Board of Directors.

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

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 date on which the opinion poll must be returned in case of collecting shareholders' opinions in writing on the Company's website for shareholders to shareholders. It is possible to learn about these candidates before voting. Candidates must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the published candidate must include the following information: at least the following:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work process;
 - d. Other managerial titles (including the title of the Board of Directors or the Board of Members of another company);
 - e. Interests related to the Company and its related parties (if any).

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

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

situation and business activities of the Company and of units in the Company. The right to provide information of members of the Board of Directors is exercised as 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 on the financial situation and business activities of the Company and its units;
 - b. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
2. Members of the Board of Directors are responsible for the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Charter, in addition, they must ensure the following responsibilities:
- a. Perform their duties honestly and carefully for the best interests of shareholders and the Company;
 - b. Fully attend meetings of the Board of Directors and give opinions on issues discussed;
 - c. Timely and fully report to the Board of Directors the remuneration they receive from their subsidiaries, affiliates, and other organizations;
 - d. Report to the Board of Directors at the nearest meeting of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;
 - e. Disclosure of information when trading the Company's shares in accordance with the provisions of law.
3. Each independent member of the Board of Directors must make 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, dismissed or dismissed from office among the members of the Board of Directors. The Board of Directors shall elect 01 (one) member of the Board of Directors as the Chairman of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently be 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 activities of the Board of Directors;
 - b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

⁶⁷ Article 159 of the LOE 2020

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

⁶⁹ Article 156 LOE 2020

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

- c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairman of the General Meeting of Shareholders;
 - f. Assign tasks to members of the Board of Directors; supervise members of the Board of Directors in the performance of assigned tasks and common rights and obligations;
 - g. Other rights and obligations as prescribed by 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. In case there is no authorized person or the Chairman of the Board of Directors dies, are missing, are temporarily detained, are serving imprisonment sentences, are serving administrative handling measures at compulsory detoxification establishments, compulsory education establishments, escape from their places of residence, are restricted or have lost their civil act capacity, have difficulties in cognition and control of acts, if the Court prohibits them from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect 01 (one) person among the members to hold the position of 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 it necessary, the Board of Directors shall decide to appoint the Company Secretary. The Company Secretary has the following rights and obligations:
- a. Supporting the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
 - b. Assist members of the Board of Directors in exercising their assigned rights and obligations;
 - c. Assisting the Board of Directors in applying and implementing the principles of corporate governance;
 - d. Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; comply with the obligation to provide information, publicize information and administrative procedures;
 - e. Other rights and obligations as assigned by the Board of Directors from time to time in accordance with the provisions of 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 percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 (one) of them to convene a meeting of the Board of Directors.

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

2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings in accordance with the order and procedures specified in the Company's Charter and Internal Regulations on Corporate Governance. The organization of meetings of the Board of Directors, meeting agendas and related documents shall be notified in advance to the members of the Board of Directors within the time limit prescribed by 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 Supervisory Board 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, issues to be discussed and decided under the competence 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. In case of failing to convene a meeting of the Board of Directors as requested, the Chairman 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 time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be accompanied by documents used at the meeting and voting cards of members.

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

The Comptroller has the right to attend meetings of the Board of Directors; have the right to discuss but not vote.
8. A meeting of the Board of Directors shall be held when 3/4 (three-quarters) or more of the total number of members attend. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 (seven) days from the date of the

intended first meeting. In this case, the meeting shall be held if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
 - c. Attend and vote through online conferences, electronic voting or other electronic forms;
 - d. Send the ballot to the meeting via mail, fax, email.
 - e. Sending voting papers by other means as prescribed in the Charter and/or Operation Regulations of the Board of Directors.
10. In case of sending votes to the meeting by mail, the votes must be contained in a sealed envelope and must be delivered to the 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 attendees. In case of sending votes 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 attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

Article 48. Board Meeting Minutes⁷²

1. Board meetings must be recorded and may be recorded, recorded and kept in other electronic forms. The record must be made in Vietnamese and may be made in a foreign language, including the main contents specified in Clause 1, Article 158 of the Law on Enterprises. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
2. In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Directors attend and agree to approve the 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 Law on Enterprises, this record takes effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. The chairperson and the person who records the minutes are personally responsible for the damage caused to the Company due to the refusal to sign the minutes of the meeting in

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

accordance with the provisions of the Law on Enterprises. Charter and relevant provisions of law⁷³.

3. The minutes of the meeting of the Board of Directors must be detailed and clear, fully reflecting the contents of the meeting. In case of necessity at the discretion of the Board of Directors, the contents of a meeting of the Board of Directors may be made into several minutes provided that all minutes must fully reflect the entire content of such meeting. The chairperson, the recorder and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.
4. The contents approved by the majority of the members attending the meeting in the minutes of the meeting of the Board of Directors must be made into a Resolution for 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, dismissal, 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 dismiss a member of the Board of Directors in the following cases:
 - a. Not participating in the activities of the Board of Directors for 06 (six) consecutive months, except for force majeure cases;
 - b. Other cases as prescribed by the Charter (if any).
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismissal or dismissal of members of the Board of Directors other than the cases specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors is reduced by more than 1/3 (one-third) of the total number of members of the term. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing within 60 days from the date on which the number of members is reduced by more than 1/3 (one-third);
 - b. The number of independent members of the Board of Directors has decreased, failing to ensure the ratio as prescribed in Article 42 of the Charter;

⁷³ Clause 6, Article 7 of the Law amending and supplementing the LOE

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

⁷⁵ Article 160 LOE 2020

- c. Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or dismissed at the nearest meeting.
- c. The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the law on securities.

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

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and rewards for their work as members of the Board of Directors. The Board of Directors estimates the level of remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
2. Members of the Board of Directors have the right to request payment of travel, meals, accommodation and other reasonable expenses when performing their assigned tasks.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the 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, tasks, powers, obligations, operating budget and personnel of the subcommittees under the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors and relevant laws.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must be in accordance with the provisions of law, the Charter, the Internal Regulations on corporate governance and the Regulations on operation of the Board of Directors.

Article 52. Person in charge of corporate governance⁷⁸

1. The Board of Directors must appoint at least 01 (one) person as the person in charge of corporate governance to support the corporate governance at the company. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 46 of the Charter. The person in charge of the Company's administration undertakes and performs the work until the Board of Directors for the new term appoints/recruits another person to replace and/or is dismissed, dismissed or replaced according to the resolution of the Board of Directors in accordance with the Labor Contract signed with the Company.

⁷⁶ Article 163 of the LOE 2020

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

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

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 related affairs between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c. Advising on the procedure of meetings;
 - d. Attend meetings;
 - e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - f. Provide financial information, copies of the minutes of the Board of Directors meetings and other information to members of the Board of Directors and members of the Supervisory Board;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. Acting as a point of contact with relevant stakeholders;
 - i. Confidentiality of information in accordance with the provisions of 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, honesty and confidentiality in accordance with relevant laws.
3. Personnel of the Internal Audit Department must meet the following standards:
 - a. Not being a person who has been sanctioned with a fine or more for violations in the field of securities, banking or insurance within the last 05 (five) years up to the year of appointment;
 - b. The Head of the Internal Audit Department must be a person with professional qualifications in law, accounting and auditing; have sufficient experience, prestige and competence to effectively perform the assigned tasks;
 - c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors and Branch Directors in the Company;
 - d. Have a professional certificate in Basic issues of securities and securities market or a securities practice certificate and a professional certificate in securities and securities market law;

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

- e. Not concurrently holding other jobs in the Company.

Article 54. Risk Management⁸⁰

1. The Board of Directors must develop a risk management system according to the following principles:
 - a. The risk management organizational system must at least stipulate the following contents:
 - (i) Responsibilities of the Board of Directors in risk management;
 - (ii) Responsibilities of the General Director, the Supervisory Board, the Internal Audit and the internal control system in risk management;
 - (iii) Responsibilities of the Risk Management Division and the heads of the professional divisions in risk management;
 - (iv) A clear and transparent risk management strategy is reflected in the risk policy in the long term and in each specific period approved by the Board of Directors;
 - (v) Implementation plan through full policies and processes;
 - (vi) The management, inspection and regular review of the General Director;
 - (vii) Promulgate and fully implement risk management policies, processes and risk limits, establish appropriate risk management information activities.
 - b. The established risk management system must ensure that the Company is capable of identifying risks, measuring risks, monitoring risks, reporting risks and effectively handling material risks while fully meeting its compliance obligations at all times.
 - c. The risk management system must be built to ensure that risk management is carried out independently, objectively, honestly and uniformly.
 - d. The established risk management system must ensure that the Business Division and the Risk Management Department are organized separately and independently of each other and that the person in charge of the Business Department is not in charge of the Risk Management Department at the same time and vice versa.
2. Internal processes and regulations on risk management in the Company must ensure the following principles:
 - a. The risk management system in the Company must be operated based on written internal processes and regulations.
 - b. Internal processes and regulations must be clearly presented so that all individuals involved understand their duties and responsibilities and can describe in detail the relevant risk management processes and regulations. The Company must regularly review and update these internal processes and regulations.

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

- c. Internal processes and regulations must ensure that the State management agency, Internal Audit, Internal Control, and Supervisory Board understand the Company's risk management activities.
- d. Internal processes and regulations on risk management must contain at least the following contents:
 - (i) Organizational structure and description of functions and tasks, mechanism for decentralization of decision-making authority and responsibilities;
 - (ii) Risk policies, risk limits, risk identification processes, risk measurement, risk monitoring, risk information exchange reports and risk handling;
 - (iii) The rules must ensure the obligation to comply with the provisions of the law.
- 3. The Company must build a system of risk management processes including the following contents: risk identification, risk measurement, risk monitoring, risk monitoring and risk handling.
- 4. Develop a contingency plan:
 - a. The Company must develop a contingency plan for emergencies to ensure the continuity of the Company's business activities.
 - b. The General Director is responsible for formulating and regularly reviewing contingency plans. The contingency plan must be approved by the Board.
- 5. Principles for archiving records and documents:
 - b. All records, documents, reports, minutes of meetings, resolutions of the Board of Directors, risk reports, decisions of the General Director and other documents related to risk management must be fully archived and ready to be provided to the State management agency upon request.
 - c. The storage time of documents specified at Point a, Clause 5 of this Article shall comply with law.

MỤC 3. SUPERVISORY BOARD

Article 55. Rights and obligations of the Supervisory Board

- 1. The Supervisory Board 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 administration 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, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate accounting, statistics and financial reporting;
 - c. Appraisal of the completeness, legality and truthfulness of the Company's business situation reports, annual and semi-annual financial statements,

⁸¹ Article 170 of the LOE 2020 and Article 288 of Decree 155/2020/ND-CP

management evaluation reports of the Board of Directors and submission of appraisal reports at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders;

- d. Review, examine and evaluate the effectiveness and effectiveness of the internal control system, internal audit, risk management and early warning for the Company;
- e. To examine the accounting books, accounting records and other documents of the Company, the management and administration of the Company's operations when deeming it necessary or at the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
- f. At the request of a shareholder or group of shareholders specified in Clause 2, Article 12 of the Charter, the Supervisory Board 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 Supervisory Board 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 Supervisory Board 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 Supervisory Board must notify in writing to the Board of Directors within 48 (forty-eight) hours from the time of detection of the violation. request the violator to stop the violation and take remedial measures;

When detecting that a member of the Board of Directors or the Board of Directors violates the law and the Charter, leading to infringement of the rights and interests of the Company, shareholders or customers, the Supervisory Board is responsible for requesting the violator to explain within a certain time limit and/or convene the General Meeting of Shareholders for settlement. For violations according to the above-mentioned law, the Control Board must report in writing to the State Securities Commission within 07 (seven) working days from the date of detection of violations ⁸²;
- i. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
- j. Use independent consultants, the Company's Internal Audit Department to perform assigned tasks;

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

- k. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 - l. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the approved audit organization to inspect the Company's operations, dismiss the approved auditor when deemed necessary;
 - m. Develop the Operation Regulation, Control Process of the Supervisory Board 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 Supervisory Board and the Controller in accordance with the provisions of law and the Charter;
 - o. Other rights and obligations as prescribed by law and the Charter (if any).
2. In addition to the rights and obligations of members of the Control Board, the Head of the Control Board has the following rights and obligations⁸³:
- a. Convening meetings of the Supervisory Board;
 - b. Request members of the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;
 - c. Prepare and sign the report of the Supervisory Board 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 Supervisory Board⁸⁴

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

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

⁸⁴ Article 168 of the LOE 2020

Article 57. Criteria and conditions for being a member of the Supervisory Board⁸⁵

1. Members of the Supervisory Board 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 Law on Enterprises;
 - b. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
 - c. Not be a family member of the Board of Directors, the General Director and other managers of the Company and the parent company; must not be the representative of the capital portion of the enterprise, the representative of the State capital interest at the parent company and the Company;
 - d. Not be a manager of the Company; not necessarily a shareholder or employee of the Company;
 - 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 auditing organization approved to audit the Company's financial statements for the preceding 03 (three) years.
 - 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 In this regard, the Head of the Control Board must meet the following criteria and conditions:
 - a. Possess a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities⁸⁷;
 - b. They must not be members of the Supervisory Board or managers of other securities companies at the same time⁸⁸.

Article 58. Candidacy, nomination and election of members of the Supervisory Board⁸⁹

1. The candidacy and nomination of members of the Supervisory Board shall be carried out similarly as prescribed in Clause 1 and Clause 2, Article 44 of the Charter.
2. In case the number of candidates approved by the Supervisory Board and candidacy is still not enough for the members of the Supervisory Board to vote for, the incumbent Supervisory Board may nominate additional candidates or organize nomination in accordance with the provisions of the Company's Charter and Internal Regulations on Corporate Governance.
3. The election of members of the Control Board shall be carried out by the same method of cumulative voting as prescribed in Clause 3, Article 36 of the Charter⁹⁰.

⁸⁵ Article 169 of the LOE 2020

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

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

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

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

⁹⁰ Clause 3, Article 148 of the LOE 2020

Article 59. Rights and obligations of members of the Supervisory Board⁹¹

1. Members of the Supervisory Board have full rights in accordance with the provisions of the Enterprise Law, 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 Supervisory Board is exercised as follows⁹²:
 - a. Documents and information must be sent to the Controller at the same time and in the same manner as for members of the Board of Directors, including: (i) notice of invitation to meetings, poll forms for members of the Board of Directors and enclosed documents; (ii) resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors; (iii) the report of the General Director to the Board of Directors or other documents issued by the Company;
 - b. The Comptroller has the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the workplaces of the Company's managers and employees during working hours;
 - c. The Board of Directors, members of the Board of Directors, the General Director and other managers must provide complete, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Controller or the Supervisory Board.
2. The Comptroller shall have the following responsibilities:
 - a. Comply with the provisions of law, the Charter, the resolution of the General Meeting of Shareholders and professional ethics in the exercise of assigned rights and obligations;
 - b. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company;
 - c. Loyal to the interests of the Company and shareholders; not abusing their position and using the Company's information, know-how, business opportunities, and other assets for self-interest or serving the interests of other organizations and individuals;
 - d. Other obligations as prescribed by relevant laws and the Charter (if any).
3. In case of violation specified in Clause 2 of this Article that causes damage to the Company or other persons, the Controller shall be personally or jointly responsible for such damage. Income and other benefits earned by the Controller as a result of the violation must be reimbursed to the Company.
4. In case of detecting any violation by the Comptroller in the performance of the assigned rights and obligations, it must notify in writing to the Control Board; request the violator to stop the violation and remedy the consequences.

Article 60. Supervisory Board Meeting⁹³

1. The Supervisory Board 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

⁹¹ Article 173 of the LOE 2020 and Article 287 of Decree 155/2020/ND-CP

⁹² Article 171 of the LOE 2020

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

Supervisory Board. The minutes of the Supervisory Board meeting are detailed and clear. The record taker and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Supervisory Board must be kept in order to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

Article 61. Dismissal and dismissal of Controllers⁹⁴

1. The General Meeting of Shareholders shall dismiss the Comptroller in the following cases:
 - a. No longer meet the qualifications and conditions to be a Controller as prescribed in Article 57 of the Charter;
 - b. Have a letter of resignation and be approved;
 - c. Other cases as prescribed by the Charter (if any).
2. The General Meeting of Shareholders dismisses the Controller in the following cases:
 - a. Failing to complete assigned tasks and jobs;
 - b. Failing to exercise his/her rights and obligations for 06 (six) consecutive months, except for force majeure cases;
 - c. Serious violations or repeated violations of the Controller's obligations 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 Controller⁹⁵

Salaries, remuneration, bonuses and other benefits of controllers shall comply with the following provisions:

1. Controllers shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.
2. The Comptroller shall be paid the cost of meals, accommodation, travel, and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The Supervisory Board's salaries and operating expenses 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 made into separate items in the Company's annual financial statements.

MỤC 4. GENERAL DIRECTORS AND OTHER EXECUTIVES

⁹⁴ Article 174 of the LOE 2020

⁹⁵ Article 172 of LOE 2020

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 of the Company.
2. The Board of Directors of the Company consists of 01 (one) General Director and Deputy General Director(s) (if any).
3. The Board of Directors of the Company must develop the working regulations of the Board of Directors and must be approved by the Board of Directors. Working regulations must contain at least the following basic contents⁹⁷:
 - a. Specific responsibilities and tasks of members of the Board of Directors;
 - b. Stipulating the order and procedures for organizing and participating in meetings of the Board of Directors;
 - c. Responsibilities of the Board of Directors to report to the Board of Directors and the Control Board.

Article 64. Other Executives⁹⁸

1. At the request of the General Director and the approval of the Board of Directors, the Company is appointed and recruited Deputy General Director, Branch Director, Chief Financial Officer and Chief Accountant with the number, standards and conditions in accordance with the provisions of law. Internal regulations on the Company's governance, in accordance with the organizational structure of the Company approved by the Board of Directors. Those who operate the Company shall be responsible for supporting the Company's activities and organizations in order to achieve the set objectives.
2. The Company pays salaries to its executives at the discretion of the Board of Directors. The 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 reflected in the Company's annual financial statements, 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 shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms.
2. The General Director is the highest executive of the Company; be subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and the law for the exercise of their assigned rights and obligations.

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

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 LOE 2020

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 Law on Enterprises;
 - b. Not being examined for penal liability or serving a prison sentence or banned from practicing securities as prescribed by law;
 - c. Have at least 02 (two) years of working experience in the professional department of organizations in the field of finance, securities, banking, insurance or in the finance, accounting and investment departments in other enterprises;
 - d. Having a financial analysis practice certificate or a fund management practice certificate;
 - e. Not being sanctioned for administrative violations in the field of securities and securities market within the time limit prescribed by law;
 - f. Do not work for securities companies, fund management companies or other enterprises at the same time;
 - g. Not be a member of the Board of Directors or a member of the Board of members of another securities company;
 - h. Must not be a family member of the Company's manager, the Controller of the Company and the parent company; the representative of the State capital, the representative of the enterprise's capital at the Company and the parent company;
 - i. Not be a related person of the manager of the Company, the Controller of the Company and the parent company, the representative of the State ownership, the representative of the enterprise's capital interest in the Company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities;
 - j. Have 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 has the following rights and obligations:
 - a. Deciding on matters related to the daily business of the Company, except for matters under the decision-making authority of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of law and the Charter;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;

¹⁰⁰ Clause 5 Article 74 of the 2019 Law of the Trade, Clause 5 of Article 162 of the LOE 2020, Clause 6 of Article 291 of Decree 155/2020/ND-CP and Clause 2 of Article 10 of Circular 121/2020/TT-BTC

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

- c. Organize the implementation of the Company's business plan and investment plan;
 - d. Proposing the organizational structure plan and internal management regulations of the Company;
 - e. Labor recruitment; appointing, dismissing and dismissing managerial and executive positions in the Company, except for positions under the jurisdiction of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the Company, including managers and executives under the appointing authority of the General Director;
 - g. Proposing a plan to pay dividends or handle losses in business;
 - h. Other rights and obligations as prescribed by law, the Charter and resolutions and decisions of the Board of Directors (if any).
2. The General Director must manage the daily business 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 Directors. The internal control system includes the apparatus, independent and full-time personnel, internal processes and regulations applicable to all positions, units, divisions and activities of the Company in order to ensure the following objectives:
- a. The Company's activities comply with the provisions of the Securities Law and relevant provisions of law;
 - b. Ensuring customer rights;
 - c. The Company's operations are safe and effective; to protect, manage and use assets and resources safely and effectively;
 - d. The financial information system and management information are truthful, reasonable, complete and timely; be honest in the preparation of the Company's financial statements.
2. The Internal Control Division under the Board of Directors is responsible for controlling compliance:
- 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, regulations, professional processes, risk management processes of the Company, relevant departments and securities practitioners in the Company;
 - b. Supervising the implementation of internal regulations, activities that may have a conflict of interest within the Company, especially for the Company's own business activities and personal transactions of the Company's employees; supervising the implementation of responsibilities of officers and employees in the Company, enforcing the responsibilities of partners for authorized activities;

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

- c. Examining the content and supervising the implementation of the rules of professional ethics;
 - d. Supervising the calculation and compliance with regulations to ensure financial safety;
 - e. Segregation of customer assets;
 - f. Preservation and preservation of customers' assets;
 - g. Control the compliance with the provisions of the law on prevention and combat of money laundering;
 - h. Other contents according to the tasks assigned by the General Director.
3. Personnel requirements of the Internal Control Department:
- a. Arrange at least 01 (one) employee to be the compliance controller;
 - b. The Head of the Internal Control Department must be a person with professional qualifications in law, accounting and auditing; have sufficient experience, prestige and competence to effectively perform the assigned tasks;
 - c. Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors, Branch Directors in the Company;
 - d. Possess professional certificates on basic issues of securities and securities market or securities practice certificates and professional certificates in securities and securities market law;
 - e. Not concurrently holding other jobs in the Company.

PART VI. PREVENTION OF CONFLICTS OF INTEREST

Article 68. Responsibility for honesty and avoidance of conflicts of interest of Company managers¹⁰³

1. Members of the Board of Directors, members of the Control Board, General Director and other managers must publicize relevant interests in accordance with the provisions of the Law on Enterprises and relevant provisions of law.
2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and such entity or related persons of such entity according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the 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 Enterprise Law and the Charter.

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

5. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities shall not use or disclose to others internal information to carry out related transactions.
6. In addition to the above-mentioned responsibilities, members of the Board of Directors, members of the Control Board and the General Director shall report to the Board of Directors and the Control Board in the following cases¹⁰⁴:
 - a. Transactions between the Company and companies of which the above subjects are founding members or business managers in the last 03 (three) years before the time of transaction;
 - b. Transactions between the Company and the Company in which the related persons of the above subjects are members of the Board of Directors, General Directors/Directors or major shareholders.

Article 69. Disclosure of related benefits¹⁰⁵

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

1. The Company must gather and update the list of relevant persons of the Company in accordance with the provisions of Clause 23 Article 4 of the Law on Enterprises, Clause 46 Article 4 of the Law on Securities and their respective contracts and transactions with the Company.
2. Members of the Board of Directors, Controllers, General Directors and other managers of the Company must declare to the Company their related interests as prescribed in Clause 2, Article 164 of the Law on Enterprises.
3. The declaration specified in Clause 2 of this Article must be made within 07 (seven) working days from the date on which related benefits arise; the amendment and supplementation must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.
4. The retention, publicization, consideration, extraction and copying of the list of related persons and related interests declared as prescribed in Clause 1 and Clause 2 of this Article shall be carried out as follows:
 - a. The Company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
 - b. The list of related persons and related interests is kept at the head office of the Company; in case of necessity, the contents of the above list may be kept in part or in whole at the Company's branch(s);
 - c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, the General Director and other managers have the right to review, extract and copy part or all of the contents declared at the Company's head office during working hours;
 - d. The Company must create conditions for the persons specified at Point c of this Clause to access, view, extract and copy the list of relevant persons of the Company and related interests in the fastest and most convenient way; must not prevent or cause difficulties for them in exercising this right. The order and

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

¹⁰⁵ Article 164 of LOE 2020

procedures for considering, extracting and copying the contents of the declaration of related persons and related interests are as follows:

- (i) The person requesting to consider, extract and copy the contents of the declaration of related persons and related interests shall send a written request to the Company at least 05 (five) working days before the expected date of consideration, extraction and copying;
 - (ii) The Company only provides the original or electronic dataset of the contents requested for review, extraction and reproduction at the Company's head office. The review, extraction and copying of these contents must be carried out in the presence of at least 01 (one) employee of the Company assigned by the manager;
 - (iii) The Company shall not send originals, copies, electronic datasets or in any form of information or data to the requester for review, extraction and reproduction by any means, whether by courier, fax or email;
 - (iv) In case the person with the above-mentioned right to request authorizes another person to consider, extract and copy the contents of the declaration of related persons and related interests, the authorization must be made in writing in accordance with the provisions of the civil law.
5. Members of the Board of Directors, General Directors who perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors or the Control Board and shall only be performed when the majority of the remaining members of the Board of Directors approve; if performed without declaration or approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 70. Dealing with the relevant 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 takes necessary measures to prevent shareholders and related persons from conducting transactions that result in the loss of the Company's capital, assets or other resources.

Article 71. Transactions with shareholders, managers of the Company and related persons of these entities¹⁰⁷

1. Except for cases permitted in accordance with relevant laws, the Company is not allowed to lend money and securities in any form and must not use the money and assets of the Company or customers to secure payment obligations to third parties.
2. The Company is not allowed to lend in any form to major shareholders, members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant, other managerial and executive positions appointed by the Board of Directors and related persons of the above-mentioned subjects.

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

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

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 Supervisory Board, General Directors, other managers and their related persons;
 - c. Enterprises that members of the Board of Directors, Controllers, General Directors and other managers of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.
2. The Board of Directors approves contracts and transactions as prescribed in Clause 1 of this Article and has a value of less than 35% of the total value of the Company's assets recorded in the latest audited financial statements. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Controller of the relevant subjects of such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.
3. The General Meeting of Shareholders approves the following contracts and transactions:
 - a. Contracts and transactions as prescribed in Clause 1 of this Article and are valued at 35% or more of the total value of the Company's assets stated in the latest audited financial statements;
 - b. Transactions specified in Clause 1 of this Article result in the total value of transactions arising within 12 (twelve) months from the date of the first transaction with a value of 35% or more of the total value of the Company's assets recorded in the latest audited financial statements;
 - c. Contracts, loans, loans, and sale of assets with a value greater than 10% of the total value of the Company's assets stated in the latest audited financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.
4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Controller of the relevant subjects of such contract or transaction and enclose the draft contract or notification of the main contents of the transaction. The Board of Directors submits draft contracts, transactions or explains the main contents of contracts and transactions at the General Meeting of Shareholders or collects shareholders' opinions in writing. In this case, shareholders with interests related to the parties to the contract or transaction do not have voting rights; contracts

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

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 signed in contravention of this Article; the person signing the contract or transaction, shareholders, members of the Board of Directors or the relevant General Director must jointly compensate for the damage incurred and refund to the Company the profits obtained from the performance of such contract or transaction.
6. The company must publicize/disclose information about relevant contracts and transactions in accordance with relevant laws.

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

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

Article 74. Liability for Damage and Compensation¹¹⁰

1. Members of the Board of Directors, members of the Control Board, General Directors and other managers who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be held responsible for the damages caused by their violations.
2. The Company shall compensate persons who have been, are or may become a party to complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence that such person has breached their responsibilities.
3. Compensation costs include judgment costs, fines, and payables incurred in reality (including lawyers' fees) when settling these cases within the framework of the law. The Company may purchase insurance for these persons to limit the above liabilities.

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

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

¹¹¹ Article 166 of the LOE 2020

- a. Violating the responsibilities of the Company's manager as prescribed in Article 165 of the Law 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, resolutions or decisions of the Board of Directors with respect to the assigned rights and obligations;
 - c. Abuse of position and use of information, know-how, business opportunities and other assets of the Company for self-interest or to serve the interests of other organizations and individuals;
 - d. Other cases as prescribed by 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. The cost of initiating a lawsuit in case a shareholder or group of shareholders sues on behalf of the Company will be included in the Company's expenses, unless the lawsuit request is rejected.
 3. Shareholders and groups of shareholders as prescribed in this Article have the right to consider, look up and extract necessary information under decisions of courts or arbitrators before or in the course of initiating lawsuits.

Article 76. Disclosure of information¹¹²

1. The Company must send the annual financial statements approved by the General Meeting of Shareholders to the competent State agencies in accordance with the 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, Controllers, General Directors;
 - c. Annual financial statements approved by the General Meeting of Shareholders;
 - d. Annual performance evaluation report of the Board of Directors and the Supervisory Board.
3. The Company discloses and discloses information in accordance with the law on securities.

PART VII. EMPLOYEES AND TRADE UNIONS

Article 77. Workers and trade unions¹¹³

1. The General Director shall make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters related to recruitment, severance of employees, salaries, social insurance, welfare, rewards and discipline of employees and executives of the Company.
2. The General Director shall make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters relating to the Company's relations with trade unions in accordance with the standards, best management practices

¹¹² Article 176 of LOE 2020

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

and policies, practices and policies stipulated in the Charter, the Company's 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 made according to the conditions applicable separately to each type of preference shares.
2. Dividends paid for ordinary shares are determined based on the amount of net profit realized and the dividend payment deducted from the Company's retained earnings. The Company is only entitled to pay dividends of ordinary shares when the following conditions are met:
 - a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by 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 still ensures the full payment of debts and other property obligations due.
3. Dividends may be paid in cash, in shares of the Company or in other assets specified in the Charter. If the payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by 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 of the Annual General Meeting of Shareholders. The order and procedures for dividend payment shall comply with the corresponding provisions of the Law on Securities, the Law on Enterprises and relevant laws.
5. In case a shareholder transfers his/her shares during the period between the end of making the list of shareholders and the time of dividend payment, the transferor is the recipient of dividends from the Company.
6. In case of payment of dividends in shares, the Company is not required to carry out procedures for offering shares as prescribed in Articles 123, 124 and 125 of the Law on Enterprises. The Company must register to increase the Charter Capital corresponding to the total par value of the shares used to pay dividends in accordance with the provisions of the law on securities.

Article 79. Handling losses in business

The loss of the previous year will be handled in the following year when the Company is profitable in the following year in accordance with the provisions of law.

Article 80. Setting up funds¹¹⁵

1. The Company must set aside compulsory funds and reserves in accordance with the provisions of law, including:
 - a. Investment loss reserve fund;

¹¹⁴ Article 135 LOE 2020

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

- b. Bad debt reserve fund;
- c. Other compulsory funds and reserves as prescribed by law from time to time (if any).

The principles of appropriation, the level of appropriation and the use of compulsory funds and reserves specified in this Clause shall comply with the provisions of relevant laws.

2. In addition to the above-mentioned compulsory funds and reserves, according to the decision of the General Meeting of Shareholders, the Company may set aside the following funds and reserves:
 - a. Charter Capital Supplementary Reserve Fund;
 - b. Financial and professional risk reserve fund;
 - c. The reserve fund compensates investors for damage or buys occupational insurance;
 - d. Welfare reward fund and provision for unemployment benefits;
 - e. Other funds and reserves (if any).

The principles of appropriation, level of appropriation and use of funds and reserves specified in this Clause shall comply with the decision of the General Meeting of Shareholders in each specific case, ensuring compliance with relevant provisions of law.

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 agency, in case of necessity, the Company may open an overseas bank account in accordance with the relevant laws.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

Article 82. Fiscal Year¹¹⁷

The Company's fiscal year starts on January 1 of each calendar year and ends on December 31st of each calendar year.

Article 83. Accounting regime¹¹⁸

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The Company prepares accounting books in Vietnamese and keeps accounting records and books in accordance with the law on accounting and relevant laws. Accounting

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

records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.

3. The Company uses the accounting currency of Vietnam Dong. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify the direct tax administration agency.

PART X. REPORTING AND INFORMATION DISCLOSURE REGIME

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 Law 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 Board decisions;
3. Report on transactions between the Company, its subsidiaries, companies controlled by the Company with more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and the Company in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 (three) years before the time of transaction;
4. Activities of independent members of the Board of Directors and results of each independent member's assessment of the activities of the Board of Directors;
5. Activities of other subcommittees under the Board of Directors (if any);
6. Supervision results for the General Director and other executives;
7. Future plans.

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

1. The operation report of the Supervisory Board to be submitted to the Annual General Meeting of Shareholders shall comply with the provisions of Points d and e, Clause 3, Article 27 of the Charter.
2. In addition to the reporting responsibilities specified in Clause 1 of this Article, the operation report of the Supervisory Board submitted to the Annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board;
 - b. Summarizing the meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board;
 - c. Results of monitoring the Company's operation and financial situation;
 - d. Report on transactions between the Company, its subsidiaries, companies in which the Company controls more than 50% of the charter capital and members of the Board of Directors, General Director, other executives of the Company

¹¹⁹ Article 175 LOE 2020

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

and related persons of such subjects; transactions between the Company and the Company in which members of the Board of Directors, General Director, and other executives of the Company are founding members or managers of the enterprise for the last 03 (three) years before the time of transaction;

- e. Supervision results for the Board of Directors, the General Director and other executives;
- f. The results of the evaluation of the coordination of activities between the Supervisory Board and the Board of Directors, the General Director and shareholders.

Article 86. Reporting mode¹²¹

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

Article 87. Information Disclosure

- 1. Obligation to disclose information¹²²:
 - a. The Company is obliged to disclose fully, accurately and promptly periodic and irregular information in accordance with the provisions of the securities law 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.

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

2. The Company discloses information related to the Company in accordance with relevant laws, including:
 - a. Report to the State Securities Commission, the Stock Exchange and disclose information on the change in the organizational model, management and operation specified in Article 25 of the Charter within 24 (twenty-four) hours from the date of the General Meeting of Shareholders making a decision on the change¹²³;
 - 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 securities law 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. Information disclosure organization¹²⁶

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

PART XI. CORPORATE AUDIT

Article 89. Audit¹²⁷

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

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

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

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

Article 90. Company Reorganization¹²⁸

1. The Company implements reorganization, reorganization plan (division, separation, consolidation, merger, transformation of enterprise form) with the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant LAWS.
2. The order and procedures for division, separation, consolidation, merger and transformation of enterprises shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant laws.

Article 91. Suspension¹²⁹

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

Article 92. Dissolution of the Company¹³⁰

1. The Company is dissolved in the following cases:
 - a. According to the resolutions and decisions of the General Meeting of Shareholders;
 - b. The enterprise registration certificate is revoked, unless otherwise provided for by law;
 - c. Other cases as prescribed by law (if any).
2. The Company is only dissolved when it secures the payment of all debts and other property obligations and the Company is not in the process of settling disputes at a Court or arbitration body.
3. The order and procedures for dissolution of the Company shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant provisions of law.

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

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

¹³⁰ Article 207 of the LOE 2020

4. The dissolution of the Company ahead of time shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 93. Liquidation of 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 a Liquidation Board of the Company's assets consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from one independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall report to the competent State management agency in accordance with law on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all affairs related to the liquidation of the Company's assets before the Court and other competent State agencies.
3. The proceeds from the liquidation of the Company's assets shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
 - c. Tax debts;
 - d. Other liabilities of the Company;
 - e. The remainder after all debts from Point a to Point d have been paid above shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

Article 94. Company Bankruptcy

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

PART XIII. INTERNAL DISPUTE RESOLUTION

Article 95. Internal Dispute Resolution¹³²

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, the Charter and other provisions of law or an agreement between:
 - a. Shareholders with the Company;

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

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

- b. Shareholders with the Board of Directors, Supervisory Board, General Director or other executives.

The parties involved first resolve disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 (thirty) days from the date the dispute arises. In case the dispute involves the Board of Directors or the 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. In case of failure to reach negotiation or a conciliation decision within 06 (six) weeks from the start of the mediation process or if the mediation decision is not accepted by the parties, a party may bring the dispute to a competent People's Court for settlement in accordance with the provisions of Vietnamese law.
3. The parties shall bear the costs related to the negotiation and conciliation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

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 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 that lead to a violation of the new provisions of law, such provisions of law shall automatically apply and be adjusted the Company's activities.

Article 97. Effective Date

1. This Charter takes effect from the date of approval by the General Meeting of Shareholders of the Company at the meeting on December 26, 2025, replacing the Charter adopted 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

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	License No. 72/UBCK-GPDCCT issued by the State Securities Commission on 06/09/2007
3	28/12/2007	240.000.000.000	License No. 100/UBCK-GPDCCT issued by the State Securities Commission on 28/12/2007
4	24/04/2019	400.000.000.000	Adjusted License No. 24/GPDC-UBCK issued by the State Securities Commission on 24/04/2019
5	30/03/2020	439.600.000.000	License No. 14/GPDC-UBCK issued by the State Securities Commission on 30/03/2020
6	29/10/2020	1.000.000.000.000	Adjusted License No. 71/GPDC-UBCK issued by the State Securities Commission on 29/10/2020
7	06/08/2021	2.000.000.000.000	Adjusted License No. 65/GPDC-UBCK issued by the State Securities Commission on 06/08/2021
8	19/04/2024	3.000.000.000.000	Adjusted License No. 24/GPDC-UBCK issued by the State Securities Commission on 19/04/2024
9	26/08/2024	3.359.997.430.000	Adjusted License No. 65/GPDC-UBCK issued by the State Securities Commission on 26/08/2024

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