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Hanoi, .../.../...2025

**ORGANIZATION REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

**I. GENERAL PROVISIONS**

**Article 1. Scope of adjustment**

This Regulation specifies the conditions for organizing the meeting, the rights and obligations of the parties participating in the meeting and the mode of conducting the meeting.

**Article 2. Subjects of application**

Shareholders, or authorized representatives of shareholders named in the list of shareholders on the closing date of the right to attend the 2025 Annual General Meeting of Shareholders have the right to directly attend the General Meeting or authorize others to attend the General Meeting meeting. The authorized person may not be re-authorized to a third party.

**Article 3. Validity**

This Regulation applies to the organization of the 2025 Annual General Meeting of Shareholders of Stanley Brothers Securities Incorporation (the "**Company**").

**II. CONDITIONS FOR CONDUCTING THE MEETING**

**Article 4. Conditions for conducting the General Meeting**

The General Meeting is conducted when the number of shareholders/authorized representatives of shareholders attending the meeting is more than 50% of the voting shares according to the List of shareholders closing on 20/02/2025.

**III. RIGHTS AND OBLIGATIONS OF THE PARTIES PARTICIPATING IN THE MEETING**

**Article 5. Regulations on order**

- Shareholders when entering the General Meeting room must sit in the right position or area prescribed by the Organizing Committee of the General Meeting, comply with the arrangement of the position of the Organizing Committee.
- Shareholders attending the General Meeting must comply with general regulations on culture and conduct in public places. Shareholders attending the General Meeting do not talk privately, do not use phones during the General Meeting. All mobile phones must be turned off or not allowed to ring. The Organizing Committee has the right to invite shareholders who do not comply with the general regulations to leave the General Meeting so as not to affect the common agenda.
- Shareholders attending the General Meeting are responsible for attending the General Meeting of Shareholders from the beginning of the General Meeting to the end of the General Meeting. In case a shareholder attending the General Meeting has to leave the meeting before the end of the General Meeting due to force majeure reasons, such shareholder shall be responsible for contacting the Organizing Committee to inform in writing his or her opinions on the issues to be voted on at the General Meeting

## **Article 6. Authorization Regulations**

- The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the form of the company and must be signed according to the following provisions:
- + In case a shareholder is an individual who is an authorizer, it must have the signatures of such shareholder and the authorized person attending the meeting;
- + In case the shareholder is an organization that is an authorized person, it must bear the signatures of the legal representative of the shareholder and the authorized person attending the meeting;
- + In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained.
- In cases where the Power of Attorney is made in writing not according to the company's form, the Chairman of the General Meeting shall have the sole discretion to decide on the validity of such Power of Attorney.
- A person may act as an authorized representative for one or more shareholders.
- The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room.

## **Article 7. Rights and obligations of shareholders attending the general meeting**

### **7.1. Rights of shareholders to attend the general meeting**

- To directly attend or authorize others to attend the general meeting with a written authorization according to the form of the Company. The authorized representative of a shareholder attending the General Meeting may not be re-authorized to a third person to attend the General Meeting.
- When attending the Annual General Meeting of Shareholders, each shareholder/shareholder representative when attending the General Meeting of Shareholders shall receive a Voting Card, a Voting Slip with the number of shares corresponding to the number of votes for the issues discussed at the meeting;
- To discuss and vote on all issues under the competence of the General Meeting in accordance with the Law on Enterprises, other relevant legal documents and the Company's Charter;
- Notified by the Organizing Committee of the content and program of the Meeting;
- To distribute the enclosed documents and programs of the Meeting;
- Shareholders who come to the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote immediately at the General Meeting, but the Chairman is not responsible for stopping the General Meeting so that shareholders can register and the validity of the conducted voting will not be affected.

### **7.2. Obligations of ordinary shareholders when attending the General Meeting**

- Strictly comply with the provisions of the Law on Enterprises, the Company's Charter and this Regulation;
- When shareholders or authorized persons come to attend the General Meeting, they must complete the procedures for registering to attend the General Meeting with the Organizing Committee of the General Meeting and present the following documents:
  - + Meeting invitation letter;
  - + Original Valid Citizen Identity Card/Passport;

- + The original of the valid Certificate of Attendance/Authorization to attend the General Meeting of Shareholders according to the form of the Company (if any);
- + For shareholders who are organizations, the representative is requested to bring a certified copy of the latest Enterprise Registration Certificate; The original of the valid citizen identity card/passport and the original certificate of attendance/authorization to attend (in case the representative is not the legal representative of that organization).
- Strictly abide by the rules at the General Meeting of Shareholders, respect the results of work at the General Meeting;
- Speak under the supervision of the Chairman of the meeting and vote in accordance with the guidance of the Organizing Committee and respect the control of the Meeting of the Chairman of the Meeting;
- The audio and video recording of the Meeting must be publicly announced and approved by the Chairman of the Meeting.
- Self-sufficient expenses to attend the meeting (such as transportation, meals, rest, etc.).

#### **Article 8. Rights and obligations of the Presidium**

- The Presidium is elected by the General Meeting of Shareholders to administer the Meeting.
- To administer the activities of the Company's General Meeting of Shareholders in accordance with the order of the General Meeting expected to be approved by the General Meeting of Shareholders.
- Guide the delegates and the Meeting to discuss.
- Submit drafts and conclusions on necessary issues for the General Meeting of Shareholders to vote on.
- Answering/appointing persons responsible for answering questions requested by the Meeting.
- The Presidium works according to the principle of collectiveness, democratic focus, conducts the General Meeting in a valid and orderly manner and reflects the wishes of the majority of shareholders and representatives of shareholders attending.
- Other rights under the Charter of organization and operation of the Company.

#### **Article 9. Responsibilities of the Shareholder Qualification Inspection Board**

The Board for Checking the Eligibility of Shareholders to attend the General Meeting is appointed by the Organizing Committee of the General Meeting. The Qualification Examination Committee shall be responsible for examining the qualifications of delegates and reporting to the General Meeting of Shareholders on the results of the qualification examination and the legality and validity of the organization of the General Meeting in accordance with the provisions of the Company's Charter.

#### **Article 10. Responsibilities of the General Assembly Secretariat**

The Secretariat of the Meeting was introduced by the Presidium and approved by the Meeting. The Secretariat of the Meeting has the following tasks:

- Fully and honestly record all contents of the General Meeting and issues that have been approved or noted by the shareholders in the Minutes of the General Meeting and approved before closing.
- Assisting the Presidium in announcing the draft documents, conclusions and minutes of the Meeting.

- Receiving questions from shareholders through the Presidium's assisting team.

### **Article 11. Responsibilities of the Vote Counting Board**

The vote counting committee is nominated by the Presidium and approved by the General Meeting of Shareholders by voting. The vote counting committee has the following tasks:

- Dissemination of rules, principles for voting, instructions for the use of voting papers/voting paper cards.
- Collect votes after the Meeting votes and conduct vote counting.
- Report to the Meeting on the results of vote counting.
- To consider and report to the Meeting for decision on cases of violation of election rules or complaints about elections (if any).

## **IV. CONDUCT THE MEETING**

### **Article 12. Contents of the Meeting**

The General Meeting will in turn discuss and approve the contents stated in the agenda of the General Meeting of Shareholders and other contents (if any).

### **Article 13. Voting to approve decisions at the General Meeting**

#### **13.1. Voting principles:**

- All issues in the agenda and contents of the Meeting must be publicly discussed by the Meeting and voted on by voting paper card or by voting paper.
- Voting cards and voting slips are printed by the Company and sent directly to shareholders when carrying out the procedures for checking the eligibility of shareholders to attend the General Meeting.
- Voting paper cards and voting paper papers can be encrypted to serve the counting of votes by computer software.
- Each shareholder is issued 01 voting card and 01 voting card. On the voting card and voting slip, the shareholder code, full name, total number of voting shares are clearly inscribed.
- In case a shareholder comes to the meeting after the voting is over, such shareholder may still register to attend and vote on issues arising after the shareholder/authorized representative of the shareholder registers, but is not allowed to participate in voting on matters that have been voted on. In this case, the validity of the passed votes is not affected.

#### **13.2. Voting method:**

- Issues on the agenda of the Meeting must be approved by direct voting at the Meeting. Each shareholder is issued a Voting Card and a Voting Slip with the Company's seal;

##### **How to vote:**

##### **Voting Card:**

- + Characteristics: The voting card contains information of the Shareholders/authorized representatives, the number of shareholders attending, the number of shares entitled to vote at the General Meeting and the corresponding number of voting votes.
- + Purpose: Use the Voting Card to vote on the contents that need to be approved right at the Meeting such as: Working Regulations of the Meeting, Meeting Agenda, election of the Presidium, Vote Counting Committee, approval of the composition of the Secretariat, ... in the form of holding up voting cards.
- + How to use: Shareholders will have to raise their Voting Cards to vote "Approve", or

"Disapprove", or "No opinion" with voting contents when the Organizing Committee or the Presidium of the General Meeting requests a vote. The results of the vote counting will be announced by the Vote Counting Committee immediately after voting on each content.

**Voting Paper:**

- + Characteristics: The voting slip contains information of the Shareholders, the number of shareholders attending, the number of shares entitled to vote at the General Meeting and the corresponding number of voting votes.
- + Purpose: To vote on the contents to be approved at the General Meeting by voting. The Organizing Committee arranges voting paper boxes at the hall for shareholders to vote and vote.
- + How to use: On the Voting Sheet, the Organizing Committee of the Meeting will print all the contents to be voted on. Corresponding to each content to be voted on, there are 3 voting options: "Approve", "Disapprove" or "No opinion". When the Presidium asks shareholders to vote, shareholders shall mark "X" or "" ✓ on that option and cast their votes in the voting paper box.

- **Validity of voting papers:**

- + Valid voting paper: are those issued by the Organizing Committee of the General Meeting according to the form, stamped with the Company's seal and marked in accordance with regulations for each content to be voted on (for each content to be voted on, shareholders are only allowed to choose one of three options: Approve - Disapprove - No opinion; in case the Shareholders change their opinions before completing the voting, they will re-mark and sign on the right side of their final choice plan); sign clearly stating the full names of shareholders/authorized representatives to attend the meeting.
- + The voting paper is invalid when:
  - i. The paper is not issued by the Organizing Committee of the General Meeting according to the form and is not stamped with the Company's seal and/or;
  - ii. The paper does not have the signature of the shareholder/authorized representative to attend the meeting and or;
  - iii. The paper is torn, crossed and or;
  - iv. If the voting paper has two or more options in the same content and there is no signature on the final option or no option is selected, the vote for that content shall be considered invalid. The voting on each content to be approved in the voting paper is independent of each other and the validity is determined on each voting content .
- + Handling of invalid voting papers:

If the voting papers are invalid for reasons (i), (ii), (iii), all voting contents shall not be included in the vote counting results.

For case (iv): the votes with each invalid content, the invalid voting content shall not be included in the vote counting results.
- **Voting rules:**
- + Each common share has one vote.

- + Approve the issue of decisions on the type of shares and the total number of shares of each type; changes in business lines, trades and fields; change the organizational structure of the company's management; investment or sale projects with a value equal to or greater than 50% of the total value of assets stated in the Company's latest financial statements; reorganization and dissolution of the company: must reach at least 65% of the total votes of all shareholders attending the meeting in favor.
- + Passing other issues: must reach more than 50% of the total votes of all shareholders attending the meeting in favor.
- + Time to count votes and announce the results of vote counting: Voting paper papers will be counted and reported by the Vote Counting Committee right at the Meeting.

## **Article 14. Regulations for counting of voting papers in the form of voting by papers**

### **14.1.Organizing**

The counting of votes must be conducted by the Counting Committee in a closed room immediately after the voting is over. The vote counting committee did not cross out or correct the voting papers. The vote counting committee will record the voting results in the minutes of the General Meeting, including:

- The number of votes "Yes, No or No opinion."
- The percentage (%) corresponds to the number of votes "Approve, Disapprove or No opinion" out of the total number of votes collected.
- In case Shareholders/Shareholders' representatives have questions about the voting results, the Chairman will consider and decide right at the General Meeting.

### **14.2.Announcement of vote counting results**

- After the vote counting process is completed, the Vote Counting Committee shall make a record of vote counting signed by all members of the Vote Counting Committee.
- The Head of the Vote Counting Committee read the minutes of the vote counting results on behalf of the Vote Counting Committee before the Meeting.

## **Article 15. Speech at the Meeting**

- Shareholders attending the meeting who wish to express their opinions for discussion must register the contents of their speeches in the questionnaire, in case there is no questionnaire, they shall register the contents of their speeches on paper and transfer them to the assisting team to send them to the Secretariat for submission to the Presidium.
- In case the Presidium requests shareholders to speak directly, shareholders need to raise their hands to propose to speak and only express their opinions when the Presidium invites them to speak.
- All shareholders have the right and are encouraged to participate in expressing their opinions at the General Meeting. However, in case there are too many opinions that lead to the prolongation of the Meeting unplanned time or there are many overlapping opinions on the content, the Presidium has the right to choose the most common or closest opinions to the agenda to answer and refuse to answer issues outside the agenda.
- Shareholders when making speeches need to be concise, avoid duplication and focus on the

focus to be discussed, in accordance with the content of the agenda of the approved General Meeting. The Chairman of the General Meeting will arrange for shareholders to speak in the order of registration, and at the same time answer questions of shareholders.

#### **Article 16. Approval of the decision at the General Meeting**

- Issues of the General Meeting shall be approved upon the approval of the voting shareholders present in person or through authorized representatives present at the General Meeting at the rate prescribed in the Company's Charter and the provisions of the Law on Enterprises;
- Shareholders or authorized representatives who come to the meeting shall vote to agree, disagree or have no opinions on matters that must be approved at the General Meeting as prescribed in Article 13 of this Regulation.
- In the content of the voting paper, no content is marked as no opinion.

#### **V. END OF THE MEETING**

##### **Article 17. Minutes of the General Meeting of Shareholders**

All contents at the General Meeting of Shareholders shall be recorded by the Secretary of the General Meeting. The minutes of the meeting are read and approved before the closing of the meeting and are kept in the documents of the General Meeting of Shareholders of the Company.

##### **Article 18. Resolution of the General Meeting of Shareholders**

- Based on the results at the General Meeting, the Chairman issued a Resolution of the General Meeting of Shareholders on the issues approved by the General Meeting.
- Shareholders, members of the Board of Directors, the Supervisory Board and the General Director have the right to request the Court or Arbitration to consider and annul part or all of the decision of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

#### **VI. MISCELLANEOUS**

##### **Article 19. In case of unsuccessful organization of the General Meeting of Shareholders**

- In case the first meeting fails to meet the conditions specified in Article 4 of this Regulation, it shall be convened for the second time within thirty days from the date on which the first meeting is scheduled to be opened. The meeting of the Second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents at least 33% of the voting shares.
- In case the second convened meeting fails to meet the conditions for conducting as prescribed in Clause 1 of this Article, it may convene the third meeting within twenty days from the date on which the second meeting is expected to open. In this case, the General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending the meeting.

## **VII. IMPLEMENTATION TERMS**

### **Article 20. Enforcement effect**

This Regulation consists of 7 parts, 20 articles, effective as soon as it is approved at the Annual General Meeting of Shareholders in 2025.

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

**LUYEN QUANG THANG**





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# VOTING CARD

## ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

No.....

Name of Shareholder/ Authorized Person :

ID Card/Passport number :

Number of shares owned (shares) :

Number of authorized shares (shares) :

Total votes (shares) :

**VOTING PAPER**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

Name of Shareholder/ Authorized Person :  
 ID Card/Passport number :  
 Number of shares owned (shares) :  
 Number of authorized shares (shares) :  
 Total number of voting shares (shares) :

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*(Shareholders, please mark "X" or "✓" in the selection opinion box. If the content does not have any opinions or has 02 or more opinions, that content shall not be recorded and counted)*

STT	Content	Approve	Disapprove	No Comments
1	Approval of the Board of Directors Report			
2	Approval of the Supervisory Board's Operation Report			
3	Approval of the Board of Management Report			
4	Approval of the 2025 business plan			
5	Approval of the Audited Financial Statements and Audited Financial Safety Ratio Report in 2024			
6	Approval of the selection of audit firm for financial statement and financial safety ratio in 2025			
7	Approval of the profit distribution plan in 2024			
8	Approval of the payment of remuneration of the Board of Directors, the Supervisory Board, the salary of the Company's managers in 2024 and the remuneration plan of the Board of Directors and the Supervisory Board in 2025			
9	Approval of change the information location of the company's head office			
10	Approval of the Company's investment plan in 2025			
11	Approval of the amendment of the Charter			
12	Approval of transactions between the Company and related individuals			

*Hanoi, March 24, 2025*

**SHAREHOLDER**

*(Signing and full name, seal (if any))*

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## **BOARD OF DIRECTORS REPORT**

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

The Board of Directors of the Company would like to report to the Annual General Meeting of Shareholders in 2025 on the implementation of the tasks of the Board of Directors in 2024 and the development orientation and objectives in 2025 as follows:

### **I. GENERAL CONTEXT**

#### **On the macroeconomic situation**

In 2024, the world situation will continue to be complicated and unpredictable with many risk and uncertain factors. Military conflicts continue to escalate, strategic competition between major countries is becoming more and more intense, many countries have strengthened trade protectionist policies, public debt and budget deficits have increased, the decline of some major economies, local disruption of global supply chains has impacted peace, stability and world economic growth. Along with that, natural disasters and extreme weather seriously affect the lives of residents and socio-economic development in many countries. In that context, under the leadership of the Party; the companionship of the National Assembly; the proactive, flexible, drastic and effective direction and administration of the Government and the Prime Minister; the close coordination of ministries, branches and localities; the solidarity, trust and support of the People and the business community; The socio-economic situation of our country in 2024 will continue the trend of clear recovery, growth will gradually improve month by month and quarter, inflation will be lower than the target level, major balances will be ensured, results in many important fields will meet and exceed the set target, etc is a bright spot of economic growth in the region and in the world.

Our country's GDP in 2024 is estimated to increase by 7.09% compared to the previous year, only lower than the growth rate of 2018, 2019 and 2022 in the period 2011-2024. The scale of GDP at current prices in 2024 is estimated at 11,511.9 trillion VND, equivalent to 476.3 billion USD. GDP per capita in 2024 at current prices is estimated at 114 million VND/person, equivalent to 4,700 USD, an increase of 377 USD compared to 2023. The labor productivity of the whole economy in 2024 at current prices is estimated at 221.9 million VND/employee (equivalent to 9,182 USD/employee, an increase of 726 USD compared to 2023).

#### **About the stock market**

2024 will witness strong fluctuations in the global economic and geopolitical landscape. Economic growth has improved, but the differentiation between regions is increasingly pronounced. While developed economies attract strong capital inflows, developing economies face a slow recovery and capital outflows. Despite being greatly impacted by the global context, Vietnam's stock market still recorded encouraging growth, about 12%, with liquidity improving by 23% compared to 2023.

This is a positive result in the context of complicated world economic and geopolitical developments. The main growth trend of Vietnam's stock market in 2024 is mainly focused on Q1. The rest of the year saw the market move sideways with a range of about 100 points, with resistance at 1,300 points and support at 1,200 points. This reflects the relative stability of the market during a challenging year.

In the context of a difficult market, the Board of Directors of the Company has closely followed the targets assigned by the General Meeting of Shareholders, given the right orientations and drastic actions to help the Company reduce operational risks and improve business efficiency.

**II. IMPLEMENTATION OF TASKS OF THE BOARD OF DIRECTORS IN 2024**

**1. Report on the operation of the Board of Directors and each member of the Board of Directors**

The financial market fluctuates with many risks in 2024, the Company's business results have not met the expectations and plans of the General Meeting of Shareholders. The Company's operating revenue in 2024 is VND 20.2 billion, reaching 25.25% of the revenue plan, the Company's profit after tax is -VND 28.6 billion. The Board of Directors always closely monitors the market situation, closely follows the development orientation, makes timely decisions to ensure that the Company's business activities are stable, safe, properly and fully comply with current legal regulations in securities trading.

In 2024, the Board of Directors of the Company has fulfilled the tasks approved by the General Meeting of Shareholders, including:

- Selection of Audit firm for financial statements in 2024: AASC Auditing Firm Co., Ltd.;
- Implement investment decisions according to the limits approved by the General Meeting of Shareholders;
- To promulgate the amended Charter;

The members of the Board of Directors have made efforts to perform the assigned tasks according to the assignment of tasks of the Board of Directors. In which:

- The Chairman of the Board of Directors has well performed his powers and duties in accordance with the Internal Regulations on corporate governance, the Regulation on operation of the Board of Directors, the Charter of the Company, directed the Board of Management to implement the resolutions of the Board of Directors;
- Members of the Board of Directors have made positive contributions to advising and commenting to the Board of Management in the management and administration of the Company's business activities;

The Board of Directors of the Company consists of 03 members, including 01 member of the Board of Directors who does not operate, ensuring the conditions on the structure of the Board of Directors as prescribed for public companies.

Personnel structure of the Board of Directors in 2024:

STT	Member of the Board of Directors	Duty	Date of Appointment
01	Mr. Luyen Quang Thang	Chairman of the Board of Directors	16/04/2024

02	Mr. Nguyen Quang Anh	Member of the Board of Directors General Director	16/04/2024
03	Mr. Pham Hoang Hai	Non-executive members of the Board of Directors	07/03/2022

## 2. BoD meetings and BoD decisions

The Board of Directors regularly organizes meetings to promptly settle matters under the jurisdiction of the Board of Directors. The meetings are fully attended by members, ensuring that they are organized in accordance with the procedures and regulations of the Charter and the Operating Regulations. The decisions of the Board of Directors in the year include:

STT	Number of Resolutions/ Decide	Day	Content
1	01/2024/NQ-HDQT	22/01/2024	Approval of the Company's risk management policy in 2024
2	02/2024/NQ-HDQT	26/02/2024	Convening the 2024 Annual General Meeting of Shareholders
3	03/2024/NQ-HDQT	16/04/2024	Election of the Chairman of the Board of Directors
4	04/2024/NQ-HDQT	10/05/2024	Reappointment of the General Director
5	05/2024/NQ-HDQT	20/06/2024	Selection of auditors for FY 2024
6	06A/2024/NQ-HDQT	11/11/2024	Dismissal of the Person in Charge of the Internal Audit Department
7	06B/2024/NQ-HDQT	11/11/2024	Appointment of the Person in Charge of the Internal Audit Department

## 3. Reports on transactions between companies, subsidiaries or companies controlled by public companies with more than 50% or more of charter capital and members of the Board of Directors and related persons of such members; transactions between companies in which members of the Board of Directors are founding members or managers of enterprises in the last 03 years prior to the time of transaction.

- The order and procedures for approving transactions between the Company and related parties shall be strictly implemented in accordance with the provisions of the Law on Enterprises, the Law on Securities, the Company's Charter, and the Company's Internal Governance Regulations.
- Reporting on transactions between companies, subsidiaries or companies controlled by a public company with more than 50% or more 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 the member of the Board of Directors is a founding member or business manager in the last 03 years before the time of transaction: the above transactions have been fully listed and announced by the Company in the Corporate Governance Reports in 2022; in 2023; in 2024.

Shareholders, please see the Report on the Company's governance situation at the website: [www.sbsi.vn](http://www.sbsi.vn)

#### **4. Activities of subcommittees under the Board of Directors**

In 2024, the Board of Directors will continue to comply with the Regulation on internal audit activities, dismiss and appoint the Person in charge of internal audit of the Company. The internal audit department has made assessments and recommendations on the process of corporate governance regulations, internal control systems and risk assessments in business operations.

#### **5. Supervisory activities of the Board of Directors for the General Director:**

The Board of Directors has supervised the operating activities of the General Director through periodic reports, guidelines and policies on risk management, investment activities, governance and important professional areas of the company.

- The Board of Directors has fully participated in meetings with the Board of Directors to grasp the situation and orientation of the company's operations. The Board of Directors and members of the Board of Directors are reported and provided with full information about the company's business activities, the situation as well as the results of the implementation of the contents approved by the Board of Directors according to the Resolutions/Decisions of the Board of Directors. The Board of Directors has implemented business activities in line with SBSI's long-term strategic orientation, while enhancing risk management, management and risk control.
- In addition, the Board of Directors also participates in directing, urging and implementing the Resolutions of the General Meeting of Shareholders and the Board of Directors to ensure the proper implementation of the Charter, Regulations and relevant legal regulations.
- According to the assessment of the Board of Directors, all members of the Board of Directors have tried to fulfill their duties well. The Board of Directors and key managers have effectively and rationally implemented the decisions of the Board of Directors.

#### **6. Remuneration, operating expenses and other benefits of the Board and each member of the Board of Directors**

- The remuneration of members of the Board of Directors is paid according to the level approved by the 2024 Annual General Meeting of Shareholders. Details of the remuneration of the Board of Directors are summarized and reflected in the Report approving the payment of remuneration of the Board of Directors and the Supervisory Board in 2024 and the plan to pay remuneration to the Board of Directors and Supervisory Board in 2025.
- Administrative expenses and expenses related to the operation of the Board of Directors comply with the Operating Regulations of the Board of Directors, the Financial Regulations and the internal expenditure norms of SBSI.

### **III. ORIENTATION OF THE BOARD OF DIRECTORS IN 2025**

In the face of complicated developments in the stock market, the Board of Directors believes that 2025 will continue to be a challenging year, but the time is also an opportunity for innovation and

development of the Company. The Board of Directors orients the operation plan and key tasks to be implemented in 2025 as follows:

- ***Regarding business orientation:*** Continue to improve the quality of services for securities trading operations that the Company has advantages in, the customer base already has.
- ***Regarding organizational and administrative activities:***
  - + Organize the Board of Directors to work professionally with a high sense of responsibility, well perform the direction and supervision of the implementation of management and administration tasks of the General Director;
  - + Improve corporate governance and risk control;
  - + Focus on reviewing and standardizing professional processes to improve efficiency and ensure compliance with legal regulations;
  - + Continue to attract high-quality human resources, implement internal training activities to improve professional capacity for employees.

Based on the operational orientation, internal resources of the Company and the market situation. The Board of Directors and the Board of Directors have agreed to set a business plan target for 2025: operating revenue in 2025 will reach VND 80 billion, profit after tax will reach VND 15 billion.

The above is the report of the Board of Directors of Stanley Brothers Securities Incorporation, submitted to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

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

**LUYEN QUANG THANG**

No. /2025/BC-BKS

Hanoi, .....2025

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**OPERATIONAL REPORT OF THE SUPERVISORY BOARD  
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

The Supervisory Board reports to the 2025 Annual General Meeting of Shareholders the results of inspection and supervision of activities in 2024 and the 2025 plan as follows:

**I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2024**

**1. Structure of the Supervisory Board:**

<b>STT</b>	<b>Members of the Supervisory Board</b>	<b>Duty</b>	<b>Start/no longer a member of the Supervisory Board</b>	<b>Qualifications</b>
1	Mr. Do Duc Loc	Head of the Supervisory Board	Appointment Date 25/04/2023	Bachelor of Finance
2	Ms. Le Thi Giang	Members of the Supervisory Board	Appointed on 07/03/2022	Bachelor of Laws
3	Ms. Dinh Thi Lan Anh	Members of the Supervisory Board	Appointment Date 25/04/2023	Bachelor of Accounting

**2. Supervisory Board Meetings**

The meetings of the Supervisory Board in 2024 are as follows:

<b>STT</b>	<b>Members of the Supervisory Board</b>	<b>Number of Meetings Attended</b>	<b>Meeting attendance rate</b>	<b>Voting Rate</b>
1	Mr. Do Duc Loc	02	100%	100%
2	Ms. Le Thi Giang	02	100%	100%
3	Ms. Dinh Thi Lan Anh	02	100%	100%

**3. Main activities of the Supervisory Board in 2024**

On the basis of the functions and tasks specified in the Law on Enterprises, the Regulation on Operation of the Supervisory Board and the Company's Charter, the main activities of the Supervisory Board in 2024 are as follows:

- Supervise the Board of Directors and the General Director in the management and administration of the Company and implement the contents according to the Resolution of the 2024 General Meeting of Shareholders and the Resolutions of the Board of Directors;
- Examine the reasonableness, legality and honesty in the management and administration of business activities; in organizing accounting, statistics and preparation of the Company's



financial statements;

- Appraisal of financial statements, reports on the Company's financial safety ratio;
- Promptly grasp the business situation of the Company, perform the supervisory function in accordance with regulations, ensure the interests of shareholders.
- Organize periodic and irregular meetings to implement the work according to the assigned tasks and functions, always supervise the implementation of the resolutions of the General Meeting of Shareholders.

#### **4. Evaluation of the Supervisory Board's performance**

- The Head of the Control Board has properly performed his rights and responsibilities as prescribed in the Charter of organization and operation of the Company; Convene and chair meetings of the Control Board; request the Board of Directors, the Board of Directors and managers to provide relevant information to report to members of the Control Board;
- Regularly update the State's regulations and policies related to the Company's operations;
- Inspect and supervise the activities of the Board of Directors and the General Director.
- In the process of performing the task, he has closely followed the assigned tasks, been proactive in his work, and closely coordinated with members of the Supervisory Board.

## **II. RESULTS OF SUPERVISION IN 2024**

### **1. Results of monitoring the company's business and financial activities**

The Supervisory Board has monitored the Company's business and financial activities in 2024. Financial statements, quarterly and annual financial prudential ratio reports, ensure correctness and transparency in reports. Periodically report and disclose information to the State Securities Commission and the Stock Exchange in accordance with the Ministry of Finance's regulations on information disclosure on the securities trading market.

The Supervisory Board assessed that in the context of the economic situation still having many difficulties, affecting the Company's business activities, the Board of Directors has come up with timely solutions with all employees to ensure that the Company's business activities are stable. safely, properly and fully comply with current legal regulations in securities trading.

### **2. Assessment of the Company's financial situation in 2024:**

The Supervisory Board agrees with the contents of the 2024 Financial Statements audited by AASC Auditing Firm Co., Ltd.

The report accurately reflects the financial situation as of December 31, 2024, the results of business activities and cash flows in the financial period from January 1, 2024 to December 31, 2024 and in accordance with the provisions of the current accounting system, there are no material errors occurring in 2024 in accounting work.

#### **a. Business results for the year**

			<i>Unit: Bronze</i>
	<b>In 2023</b>	<b>Year 2024</b>	<b>% increase decrease</b>
Operating revenue	22.109.388.299	20.197.063.207	-8.65%

Performance	(65.518.704.877)	(29.821.084.646)	-54.48%
Other results	937.284.844	1.229.243.727	31.15%
Profit before tax	(64.581.420.033)	(28.591.840.919)	-55.73%
Profit after tax	(64.581.420.033)	(28.591.840.919)	-55.73%

(Source: Audited financial statements in 2024)

**b. About company assets**

			<i>Unit: Bronze</i>
	<b>In 2022</b>	<b>Year 2023</b>	<b>% increase decrease</b>
Short-term assets	282,379,587,455	255,484,837,496	-9.52%
Long-term assets	18,040,514,635	14,019,341,273	-22.29%
Total Asset Value	300,420,102,090	269,504,178,769	-10.29%

(Source: Stanley Brothers Securities Incorporation)

**3. Supervisory activities of the Supervisory Board for the Board of Directors, the Board of Management and Shareholders**

- Representatives of the Board of Directors fully participate in monthly Board of Directors meetings to grasp the company's operation and at the same time supervise the Board of Directors and General Director in the management and administration of the company. The Supervisory Board and members of the Supervisory Board are fully provided with Minutes, Resolutions/Decisions and other documents in meetings of the Board of Directors by the Board of Directors and the General Director.
- Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate of accounting, statistics and financial statements.
- Appraisal of reports on business activities, financial statements of the Company, reports on evaluation of management of the Board of Directors and submission of appraisal reports at the Annual General Meeting of Shareholders.
- During the year, the Supervisory Board did not receive any information or reflections from shareholders.

**4. Results of the assessment of the coordination between the Supervisory Board and the Board of Directors, the General Director and shareholders in 2024**

In 2024, the coordination of activities between the Supervisory Board and the Board of Directors, the Board of Directors and other managers will be effectively implemented. Departments and managers in the company have actively coordinated, provided documents as requested, creating conditions for the Supervisory Board to carry out the inspection and control work completely, reasonably and legally.

- Coordination between the Board of Directors and the Board of Directors: The Board of Directors performs the function of supervising the management and administration of the Board of Directors, the Board of Directors and the Company's business activities through attending and contributing opinions at Board of Directors meetings and approving the Company's periodic financial statements. Evaluate the management and operation effectiveness of the Board of Directors, General Director and business situation through facts and reports.
- Coordination between the Supervisory Board and the General Director:
- + The Supervisory Board actively discusses and agrees with the Board of Directors on the contents, plans and business activities; inspect, supervise and coordinate with the General Director in the process of supervising and inspecting the Company's business activities.
- + The Board of Directors has fully provided the Resolutions and decisions of the Board of Directors to the Supervisory Board.
- + The General Director creates favorable conditions for the Supervisory Board to collect information and documents related to business activities.
- + The Board of Directors, the Supervisory Board and the General Director and the Company's managers have had a close relationship in the administration and management of the Company.
- + The opinions and recommendations of the Supervisory Board are recorded, supplemented and edited and completed by the Board of Directors in a timely manner, ensuring safety in business activities.

**5. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board**

- The details of the remuneration of the Supervisory Board are summarized and reflected in the Report approving the payment of remuneration of the Board of Directors and the Supervisory Board in 2024 and the plan to pay remuneration to the Board of Directors and the Supervisory Board in 2025.
- Administrative expenses and expenses related to the operation of the Supervisory Board comply with the Operating Regulations of the Supervisory Board, the Financial Regulations and the internal expenditure norms of SBSI.

**6. An assessment report on transactions between a company, a subsidiary or a company under the control of more than 50% of charter capital by a public company and members of the Board of Directors, the General Director, other executives of the enterprise and related persons of such subjects; transactions between companies in which members of the Board of Directors, General Directors and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years prior to the time of transaction.**

On the basis of the results of periodic and irregular inspection and supervision, the Supervisory Board assesses that the above transactions have been approved by the General Meeting of Shareholders or the Board of Directors of the Company in accordance with its competence and fully discloses information in accordance with the provisions of law and the Company's Charter.

**III. OPERATIONAL ORIENTATION OF THE SUPERVISORY BOARD IN 2025**

In 2025, the Supervisory Board will continue to perform tasks according to its competence, inspect and supervise the Company's business activities; supervise and evaluate the Board of Directors and the General Director to implement the resolutions of the General Meeting of Shareholders and report to the General Meeting of Shareholders the following contents:

- Inspect and supervise the promulgation of Resolutions and Decisions of the Board of Directors in accordance with the Company's Charter and the Resolution of the General Meeting of Shareholders in accordance with law.
- Participate in opinions and advise the Board of Directors and the Board of Directors, especially potential issues that may affect and risk the Company's business activities.

The above is the report of the Supervisory Board on the operating results of the Supervisory Board in 2024, the plan for 2025.

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

Thank you very much!

**ON BEHALF OF THE SUPERVISORY  
HEAD OF THE BOARD  
(signed)**

**DO DUC LOC**

**DRAFT**

**REPORT OF THE BOARD OF MANAGEMENT**

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

The Board of Management (BOM) reports to the General Meeting of Shareholders on the results of business activities in 2024 and the plan for 2025 as follows:

**I. BUSINESS RESULTS IN 2024**

**1. Business results in 2024**

Facing the difficulties of the financial market in general and the stock market in particular, the Company's business activities in 2024 recorded a decline compared to the same period in 2023 and did not meet the plan approved by the General Meeting of Shareholders at the 2024 Annual General Meeting of Shareholders.

Summary of the Company's business results in 2024 is as follows:

	Implementation 2023	2024 Plan	Implementation 2024	% change compared to 2023	% Plan Completion
Revenue	22,109,388,299	80,000,000,000	20,197,063,207	-9%	25%
Profit after tax	(64,581,420,033)	15,000,000,000	(28,591,840,919)	-610%	

	2023	2024	%Change
<b>Asset Structure</b>			
Short-term assets/ total assets	0,94	0,95	0,85%
Long-term assets/total assets	0,06	0,05	-13,30%
<b>Structure of capital sources</b>			
Liabilities/total assets	0,01	0,01	-39,74%
Owners' Equity/total assets	0,99	0,99	0,40%
<b>Profitability</b>			
ROA	-21,50%	-10,6%	-50,66%
ROE	-21,71%	-10,7%	-50,84%
Average earnings per share (VND)	-1.905	-843	-55,75%

The operation of some main business segments of the Company, specifically:

- **Brokerage business activities:** Revenue from securities brokerage in 2024 will reach VND 3 billion, down 45% over the same period in 2023. Revenue dropped sharply due to the market situation affecting the psychology of investors, causing the demand for services at the Company to decrease sharply.
- **Investment banking activities:** The company develops a variety of consulting services for the current customer system, and cooperates with potential customers. Revenue from

investment banking activities (including: financial consulting, guarantee and issuance agents) in 2024 will reach VND 0.3 billion, down 71% over the same period in 2023.

- **Investment activities (Proprietary trading):** Revenue from the Company's proprietary securities segment reached VND 14.4 billion, up 50% over the same period in 2023.

## 2. About other activities

- The company carries out digital transformation activities, upgrades system software, and integrates on the app to add value and security for customers.
- Risk management and internal control activities are promoted and tightened to improve business efficiency, assess and overcome risks if they arise in the course of operation.
- Administrative activities as prescribed for public companies are fully implemented and complied with by the Company.
- Implement internal training programs to improve professional capacity and skills to perform work for employees.

## II. OPERATION PLAN IN 2025

The 2025 business plan is as follows:

No.		Unit	Implementation in 2024	Plan for 2025
1	Revenue	VND	20,197,063,207	80.000.000.000
2	Profit after tax	VND	(28,591,840,919)	15.000.000.000

### Bases for implementation of the 2025 plan

The Board of Management promotes the Company's main business activities:

- Develop preferential policies and attract customers; improve product quality; build more products suitable for target customers; search and development of customer network systems; optimizing processes and applying technology in customer support management.
- Seek safe investment opportunities, expand investment scale.
- Improve management capacity, ensure safety and compliance during operation. Properly implement the regulations on corporate governance activities in accordance with the law; transparency and disclosure of information to shareholders.

The above is a report on business activities in 2024 and business plan in 2025, submitted to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

**ON BEHALF OF THE BOARD OF  
MANAGEMENT  
GENERAL DIRECTOR**

**NGUYEN QUANG ANH**

**DRAFT**

**REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

*on: Approval of the 2025 business plan*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Joint Stock Company.

Based on the situation of the securities market, business plan and orientation, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the business plan for 2025 with the following main indicators:

	<b>Implementation in 2024 (VND)</b>	<b>Plan for 2025 (VND)</b>
Operating revenue	20,197,063,207	80.000.000.000
Profit after tax	(28,591,840,919)	15.000.000.000

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

**Recipient:**

- Aforementioned;
- BoD, BoS, BoM;
- Kept company.

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

**LUYEN QUANG THANG**

**DRAFT**

**REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

*on: Approval of the Audited Financial Statements and Audited Financial Safety Ratio  
Report in 2024*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Financial Statements and the Financial Safety Ratio Report of the Company in 2024 which have been audited by AASC Auditing Firm Co., Ltd.

The full text of the audited financial statements and the audited financial safety ratio report have been disclosed in accordance with regulations, and publicly posted on the Company's website. Respectfully submit to the General Meeting of Shareholders for consideration and approval.

***Recipient:***

- Aforementioned;
- BoD, BoS, BoM;
- Kept Company.

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

**LUYEN QUANG THANG**



No.: /2025/TTr-BKS

Hanoi, .....2025

**DRAFT**

## REPORT

### ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

on: Approval of the audit firm for the Financial Statements,  
Financial Safety Ratio Report in 2025

#### To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Joint Stock Company.

The Supervisory Board of Stanley Brothers Securities Incorporation respectfully submits to the General Meeting of Shareholders for approval of the audit firm for the Company's financial statements and financial safety ratio report periodically and at year end 2025 as follows:

#### 1. Criteria for selecting an audit firm:

- Being an audit firm approved by the State Securities Commission in accordance with current provisions of law;
- Experienced in auditing for large companies and corporations in the financial sector;
- Having a team of qualified and experienced auditors;
- Having a reputation for audit quality;
- Meet the company's requirements on the scope and progress of the audit;
- There is a reasonable audit fee, in accordance with the audit quality.

#### 2. Propose:

On the basis of the criteria for selecting an auditing unit, the Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval: Authorizing the Board of Directors to decide on the selection of an audit firm which is one of the audit firms in the list of audit firms approved by the SSC for auditing companies with public interests in the securities sector in 2025. Assign the General Director to negotiate, decide on the audit fee and sign the audit contract with the selected audit firm.

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

#### Recipient:

- Aforementioned;
- BoD, BoS, BoM;
- Kept Company.

ON BEHALF OF THE SUPERVISORY  
BOARD  
Head of the Board

(signed)

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**DRAFT**

**REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

*on: Approval of the profit distribution plan in 2024*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the profit distribution plan in 2024 as follows:

<b>STT</b>	<b>Content</b>	<b>Amount (VND)</b>
1	Profit after tax in 2024	(28.591.840.919)
<b>2</b>	<b>Profit after tax for distribution</b>	-
3	Setting up a reserve fund to supplement charter capital	-
4	Setting up a financial reserve fund and professional risks	-
5	Setting up a reward fund	-
6	Establishment of welfare fund	-
7	Dividend payment in 2024: None.	-
<b>8</b>	<b>Retained profit after distribution: (8) = (2) – (3) – (4) – (5) – (6) – (7)</b>	-

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipient:**

- Aforementioned;
- BoD, BoS, BoM;
- Kept Company.

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

**LUYEN QUANG THANG**

No. /2025/TTr-HDQT

Hanoi, .....2025

**DRAFT**

**REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

*on: Approval of the payment of remuneration of the Board of Directors, the Supervisory Board, the salary of the Company's managers in 2024 and the remuneration plan of the Board of Directors and the Supervisory Board in 2025*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the payment of remuneration of the Board of Directors, the Supervisory Board, the salary of the Company's managers in 2024 and the plan to pay remuneration to the Board of Directors and the Supervisory Board in 2025 as follows:

1. Remuneration paid to members of the Board of Directors, Supervisory Board and salaries of the Company's managers in 2024:

The Company has paid remuneration to members of the Board of Directors and Supervisory Board according to the remuneration plan approved by the 2024 Annual General Meeting of Shareholders, as follows:

<b>No.</b>	<b>Title</b>	<b>Remuneration payment in 2024 (VND/month/person)</b>
1	Chairman of the Board of Directors	5.000.000
2	Member of the Board of Directors	2.000.000
3	Head of the Supervisory Board	2.000.000
4	Members of the Supervisory Board	1.000.000

The total income (remuneration, allowances, salaries) of members of the Board of Directors, Supervisory Board, and General Director paid by the Company has been specifically presented in the 2024 Audited Financial Statements published on the Company's website.

2. Remuneration plan for the Board of Directors and the Supervisory Board in 2025:

<b>STT</b>	<b>Title</b>	<b>Remuneration payment plan in 2025 (VND/month/person)</b>
1	Chairman of the Board of Directors	5.000.000
2	Member of the Board of Directors	2.000.000
3	Head of the Supervisory Board	2.000.000
4	Members of the Supervisory Board	1.000.000

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipient:**

- *Aforementioned;*
- *BoD, BoS, BoM;*
- *Kept Company.*

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

**LUYEN QUANG THANG**

**DRAFT**

**REPORT**

*on: Approval of the Company's investment plan in 2025*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation.

In order to take advantage of investment opportunities and maximize benefits to the Company and shareholders, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the investment plan as follows:

**1. Investment limits (buy and sell according to the limits and conditions below):**

- Investment no more than 70% of equity in stocks, contribution capital and business projects, in which no more than 20% of equity invested in unlisted stocks, contribution capital and business projects.
- Investment in corporate bonds no more than 70% of equity, do not invest in corporate bonds with happened event of default (according to SBSI's assessment whether the violation event has been declared or not).
- Investment no more than 20% of the total outstanding shares of a listed organization.
- Investment no more than 15% of the total outstanding shares of an unlisted organization.
- Investment no more than 15% of equity in an organization or business project.

**2. Expected investment portfolio:**

Securities and other investments in accordance with the provisions of law.

**3. Estimated time:**

In 2025, on the basis that the Company meets the provisions of law until another decision is made.

**4. Authorization**

- Authorize the Board of Directors/General Director to decide on the handling of the investment portfolio and transactions arising related to the aforementioned investment activities in accordance with the provisions of law, including the transfer to other organizations and individuals.
- Authorize the General Director to sign documents, dossiers and papers to implement the aforementioned investment plan.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipient:**

- *Aforementioned;*
- *BoD, BoS, BoM;*
- *Kept Company.*

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

**LUYEN QUANG THANG**

No. /2025/TTr-HDQT

Hanoi, .....2025

**DRAFT**

**REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

*Approval of change the information location of the company's head office*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation;
- Pursuant to the Resolution of the 2023 Annual General Meeting of Shareholders;
- Based on the actual situation.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of change the information location of the Company's head office.

Reason: Due to the change of name of the building management unit, SBSI adjusted the information to suit the reality.

Information The address of the Company's head office after the change is: 9th Floor, ROX Tower, No. 54A Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipient:**

- Aforementioned;
- BoD, BoS, BoM;
- Kept Company.

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

**LUYEN QUANG THANG**

No. /2025/TTr-HDQT

Hanoi, .....2025

**DRAFT**

**REPORT**

*on: Approval of the amendment of the Charter*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation.

The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the amendment of the Company's Charter, as follows:

<b>No.</b>	<b>Current Regulations</b>	<b>Amendments</b>	<b>Reason for modification</b>
1.	To amend Provision 3, Article 2: "3. The Company's head office: a) Address of the head office: 9th Floor, TNR Building, No. 54A, Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi City. b) Phone: (84-24)33776699 Fax: (84-24) 3373 6699 c) Email: info@sbsi.vn d) Website: sbsi.vn"	"3. The Company's head office: a) Address of the head office: 9th Floor, ROX Tower, No. 54A Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City. b) Phone: (84-24)33776699 Fax: (84-24) 3373 6699 c) Email: info@sbsi.vn d) Website: sbsi.vn"	In line with the actual operation of the company

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipient:**

- Aforementioned;
- BoD, BoS, BoM;
- Kept Company.

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

**LUYEN QUANG THANG**



**DRAFT**

**REPORT**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**

*On: Approval of transactions between the Company and related individuals*

**To: General Meeting of Shareholders of Stanley Brothers Securities Incorporation**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the transaction between the Company and related individuals as follows:

**1. Report on the results of transactions between the Company and major shareholders and related individuals in 2024**

Transactions between the Company and related persons have been fully listed and disclosed by the Company in the 2024 Corporate Governance Report and the 2024 Audited Financial Statements.

**2. Approving the policy of transactions between the Company and businesses, major shareholders and related individuals in 2025:**

In order to facilitate the business process, the Annual General Meeting of Shareholders in 2025 approved the policy of signing, executing contracts and transactions with businesses, major shareholders and related individuals in 2025. The Annual General Meeting of Shareholders assigns the Board of Directors to implement and disclose information and other relevant necessary tasks in accordance with the law. The Board of Directors is responsible for reporting the results of the implementation of the above contracts and transactions at the 2026 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**ON BEHALF OF BOARD OF  
DIRECTORS**

**CHAIRMAN OF THE BOARD**

**Recipient:**

- Aforementioned;
- BoD, BoS, BoM;
- Kept Company.

**LUYEN QUANG THANG**

No. 01/2025/NQ-DHDCCD

Hanoi, March 24, 2025

DRAFT

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**  
**STANLEY BROTHERS SECURITIES INCORPORATION**

- Pursuant to the Law on Enterprises No. 59/2022/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2022;
- Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and guiding documents;
- Pursuant to the Charter of organization and operation of Stanley Brothers Securities Incorporation;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. 01/2025/BBH-DHDC dated 24/03/2025.

**RESOLUTION**

**Article 1:** Approving the Report of the Board of Directors No. 01/2025/BC-HDQT (detailed contents according to the attached report).

**Article 2:** Approving the Report of the Supervisory Board No. 02/2025/BC-BKS (detailed content according to the attached report).

**Article 3:** Approving the Report of the Board of Management No. 03/2025/BC-TGD (detailed contents according to the attached report).

**Article 4:** To approve the business plan for 2025 according to the Report No. 04/2025/TTr-HDQT (detailed content according to the attached report).

**The 2025 business plan is as follows:**

No.	Unit	Operators	Implementation in 2024	Plan for 2025
1	Revenue	VND	20,197,063,207	80.000.000.000
2	Profit after tax	VND	(28,591,840,919)	15.000.000.000

**Article 5:** Approving the Financial Statements, the Financial Safety Ratio Report in 2024 has been audited according to Report No. 05/2025/TTr-HDQT (detailed content according to the attached report).

**Article 6:** Approving the selection of the audit firm for the financial statements in 2025 according to the Report No. 06/2025/TTr-HDQT (detailed content according to the attached report).

**Article 7:** Approving the profit distribution plan in 2024 according to Report No. 07/2025/TTr-HDQT (detailed content according to the attached report).

**Article 8:** Approving the payment of remuneration of the Board of Directors, the Supervisory Board, the salary of the Company's managers in 2024 and the remuneration plan of the Board of Directors and the Supervisory Board in 2025 according to the Report No. 08/2025/TTr-HDQT (detailed content according to the attached report).

Remuneration plan for the Board of Directors and the Supervisory Board in 2025:

<b>STT</b>	<b>Title</b>	<b>Remuneration payment plan in 2025 (VND/month/person)</b>
1	Chairman of the Board of Directors	5.000.000
2	Member of the Board of Directors	2.000.000
3	Head of the Supervisory Board	2.000.000
4	Members of the Supervisory Board	1.000.000

**Article 9:** Approving the change information location of the Company's head office according to the Report No. 09/2025/TTr-HDQT (detailed content according to the attached report).

Information the address of the Company's head office after the change: 9th Floor, ROX Tower, No. 54A Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi City.

**Article 10:** Approving the Company's investment plan according to the Report No. 10/2025/TTr-HDQT (detailed content according to the attached report).

**Article 11:** Approving the amendment of the Company's Charter according to the Report No. 11/2025/TTr-HDQT (detailed content according to the attached report).

**Article 12:** Approving transactions between the Company and related individuals according to the Report No. 12/2025/TTr-HDQT (detailed content according to the attached report).

**Article 14:** Implementation provisions

14.1. This Resolution has been approved by the General Meeting of Shareholders at the 2025 Annual Meeting and takes effect from March 24, 2025.

14.2. The Board of Directors, the Board of Management and relevant departments shall be responsible for implementing this Resolution in accordance with the provisions of Law and the Company's Charter.

***Recipient:***

- *Shareholders;*
- *Members of the Board of Directors,  
Supervisory Board, Board of Directors;*
- *SSC, VNX, HSX, HNX;*
- *Kept Company.*

**ON BEHALF OF GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN OF THE PRESIDUM**

**Luyen Quang Thang**

# **STANLEY BROTHERS SECURITIES INCORPORATION**

## **CHARTER ORGANIZATION AND ACTIVITIES**

Hanoi, March 24, 2025

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## **LEGAL BASIS**

- Law on Enterprises No. 59/2020/QH14 approved by the Congress of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the implementation of the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 approved by the Congress of the Socialist Republic of Vietnam on November 26, 2019 and documents guiding the implementation of the Law on Securities;
- Laws and relevant guiding documents for the implementation of the Law;
- This Charter is the legal basis for the organization and operation of Stanley Brothers Securities Incorporation – established under License No. 83/UBCK-GP issued by the State Securities Commission for the first time on January 16, 2008.

## **PREFACE**

This Charter of Organization and Operation ("Charter") is approved in accordance with the Resolution of the General Meeting of Shareholders No. 01/2025/NQ-DHDCD dated March 24, 2025

### **CHAPTER 1. GENERAL PROVISIONS**

#### **Clause 1. Explanation**

1. In this Charter, the following terms shall be construed as follows:
  - a) "Company" means Stanley Brothers Securities Incorporation established under License No. 83/UBCK-GP issued by the State Securities Commission for the first time on January 16, 2008;
  - b) "Charter capital" means the total par value of shares of all kinds sold and specified in Article 10 of this Charter;
  - c) "Securities Law" means the Securities Law No. 54/2019/QH14 approved by the Congress of the Socialist Republic of Vietnam on November 26, 2019;
  - d) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 approved by the Congress of the Socialist Republic of Vietnam on June 17, 2020;
  - e) "Terms" means a provision of these Terms;
  - f) "Date of establishment" means the date on which the Company is granted an establishment and operation license for the first time;
  - g) "Law" means all legal documents prescribed under the Law on Promulgation of Legal Documents approved by the Congress of the Socialist Republic of Vietnam on June 22, 2015 and the Law amending and supplementing a number of articles of the Law on Promulgation of Legal Documents approved by the Congress on June 18, 2020;
  - h) "Enterprise manager" means a company manager including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other management positions as prescribed in the company's charter;
  - i) "Related persons" are individuals or organizations that have relations with each other in accordance with the provisions of the Law on Securities and the Law on Enterprises;
  - j) "Shareholder" means an individual or organization that owns at least one share of the company;
  - k) "Major shareholder" means a shareholder who owns 5% or more of the voting shares of the issuer;
  - l) "Vietnam" means the Socialist Republic of Vietnam;

- m) "SSC" means the State Securities Commission;
  - n) "Stock" means a type of securities confirming the owner's legitimate rights and interests in a part of the issuer's share capital;
  - o) "Bond" means a type of securities confirming the owner's legitimate rights and interests in a part of the debt of the issuer;
  - p) "Dividend" is the net profit paid per share in cash or other assets.
2. In these Terms, reference to any term or document shall include any amendments or replacements thereof.
  3. The headings (chapters, articles of the Charter) are included for convenience of monitoring and do not affect the meaning and content of the Charter.
  4. Words or terms already defined in the Law on Enterprises, the Law on Securities shall have the same meaning in the Charter, unless otherwise defined in this Charter.

**Clause 2. Name, legal form, head office, organizational structure and operation duration**

1. Company Name:

- a) Full name in Vietnamese: Công ty Cổ phần Chứng khoán Stanley Brothers
- b) English name: Stanley Brothers Securities Incorporation
- c) Trading name: Stanley Brothers Securities Incorporation
- d) Abbreviation: SBSI

2. Legal form of the Company:

Joint stock companies are granted establishment and operation licenses in accordance with the provisions of the Law on Securities and the Law on Enterprises, have the status of legal persons, in accordance with the current laws of Vietnam.

3. Company Headquarters:

- a) Head office address: 9th Floor, ROX Tower, No. 54A Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City.
- b) Phone: (84-24) 3377 6699                      Fax: (84-24) 3373 6699
- c) Email: [info@sbsi.vn](mailto:info@sbsi.vn)
- d) Website: [sbsi.vn](http://sbsi.vn)

4. Operating Network:

- a) The Company may establish and close branches, transaction offices and representative offices at home and abroad to implement the Company's operational objectives, in accordance with the decision of the Board of Directors after being approved by the SSC;
  - b) Branches, transaction offices and representative offices are units of the Company and the Company must take full responsibility for the operation of its branches, transaction offices and representative offices;
  - c) The company only operates securities trading and provides securities services at locations where the head office, branches and transaction offices have been approved by the SSC.
  - d) The name of the branch, transaction office or representative office must bear the name of the company together with the phrase branch, transaction office, representative office and proper name to distinguish it.
5. Operation period:

The Company's operating term shall commence from the date of incorporation and shall be indefinite as prescribed in this Charter.

### **Clause 3. Legal representative**

1. The Company's legal representative is an individual representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitrator, the Court and other rights, other obligations as prescribed by law.
2. The company has 01 legal representative. The General Director is the legal representative of the Company.
3. Responsibilities of legal representatives:
  - a) Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the enterprise;
  - b) Loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse its position, position and use the Company's assets for self-interest or to serve the interests of other organizations and individuals;
  - c) Promptly, fully and accurately notify the Company that the legal representative and their related persons own or have shares or contributed capital in other enterprises in accordance with law.
  - d) The Company's legal representative shall be personally responsible for damages to the

Company due to the breach of obligations specified in this Article.

4. Authorization of the Legal Representative:
  - a) The legal representative of the Company as prescribed in this Charter must reside in Vietnam; in case of exiting Vietnam, they must authorize in writing another person in accordance with law to perform the rights and obligations of the Company's legal representative;
  - b) In case the authorization period expires but the Company's legal representative has not returned to Vietnam and has no other authorization, the authorized person (as prescribed at Point a of this Clause) shall continue to exercise the rights and obligations of the legal representative within the scope of authorization until the legal representative of the Company to return to work at the Company or until the Board of Directors decides to appoint another person as the Legal Representative;
  - c) In case the Company's legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to perform the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person as the Company's legal representative.

#### **Clause 4. Scope of business activities and business lines**

1. The Company's business operations are:
  - a) Securities brokerage;
  - b) Securities investment consulting;
  - c) Proprietary trading;
  - d) Underwriting the issuance of securities.
2. Scope of business activities: The Company conducts business activities in accordance with the business operations specified in this Charter and the provisions of law.
3. In addition to the securities business operations specified in Clause 1 of this Article, the Company may provide securities depository services; consulting on restructuring, merger, consolidation, reorganization, business acquisition, management consulting, corporate strategy consulting, offering consulting, securities listing consulting; consultancy on equitization, determination of enterprise value, and other financial consultancy in accordance with the provisions of law; entrusting the management of securities trading accounts of individual investors and other financial services in accordance with law.
4. The company may supplement or withdraw one or several business operations specified

in Clause 1 of this Article after being approved by the SSC.

### **Article 5. Operational objectives**

1. The Company's operational objectives are: Business activities in the field of financial investment and securities with the goal of earning profits; creating jobs and stable income for employees; bringing dividends to shareholders; fully fulfill obligations in accordance with the provisions of Vietnamese law and develop the Company to grow stronger and stronger. The company strives to become one of the leading securities companies of the Vietnamese financial market.
2. If any of the above objectives need to be approved by a competent State agency, the Company will only implement such objectives after being approved.

### **Article 6. Principles of Governance and Operations**

1. Comply with the provisions of the Law on Securities, the Law on Enterprises, the Company's Charter and other relevant provisions of law on corporate governance.
2. Conduct business activities in a fair and honest manner. The company must clearly delineate the responsibilities between the General Meeting of Shareholders, the Board of Members, the Owner, the Board of Directors, the Supervisory Board, the Board of Directors in accordance with the Law on Securities, the Law on Enterprises and other relevant provisions of law.
3. The company must establish a communication system with shareholders and members to ensure the provision of adequate information and fair treatment between shareholders and members, ensuring the legitimate rights and interests of shareholders and members.
4. Promulgate operational procedures for operations, internal control and risk management processes, and practice ethics rules in accordance with the Company's business operations.
5. Ensure the necessary human resources, capital and material foundations to serve securities trading activities, comply with the provisions of law.
6. Separate offices, human resources, data systems, and reports between professional departments to ensure that conflicts of interest between the Company and customers, and between customers are avoided. The Company must disclose to the Client in advance any conflicts of interest that may arise between the Company, the practitioner and the Client.
7. Arrange securities practitioners in accordance with their business operations. Holders of securities practice certificates are only allowed to work in one department of securities business at a time.

8. Price forecasts or trading recommendations related to a particular type of security in the media must clearly state the basis of analysis and the source of the information citation.
9. Other principles in accordance with the law:
  - Compliance with professional ethics;
  - Integrity and fair conduct of business;
  - Fulfill its obligations to customers in the best way;
  - Advice is only given in accordance with the customer on the basis of efforts to collect information about the customer;
  - Must provide the client with the information necessary for the client's investment decision-making;
  - Be careful not to create a conflict of interest with customers. In the event that it cannot be avoided, the Company must notify the customer in advance and/or take necessary measures to ensure fair treatment of the customer.
10. Other operating principles as prescribed by law.

#### **Article 7. Rights of the Company**

1. Have all rights as prescribed by law.
2. Providing securities and financial services to the extent permitted by law.
3. Collect charges and fees in accordance with the provisions of law.
4. Prioritize the use of domestic labor, ensure the rights and interests of employees in accordance with the Labor Law, respect the right to organize trade unions in accordance with the provisions of law.
5. Other rights in accordance with current law:
  - Owning, using and disposing of the Company's assets;
  - To manage and use capital contributed by shareholders or from other lawful sources to achieve the Company's business objectives and tasks according to the Charter; Resolution of the General Meeting of Shareholders; Resolutions of the Board of Directors and current laws;
  - Actively search for markets, customers and sign contracts;
  - Business autonomy, proactively applying scientific and modern management methods to improve efficiency and competitiveness;

- Organize the management apparatus and personnel, business organization in accordance with the purpose and content of the Company's activities and in accordance with the provisions of law.

## **Article 8. Obligations of the Company**

### 1. General Guidelines:

- a) Fully perform obligations as prescribed by law;
- b) Establish an internal audit system; internal control, risk management and supervision and prevention of conflicts of interest within the Company and in transactions with related persons;
- c) Comply with the principles of corporate governance in accordance with the law and the company's charter;
- d) Comply with regulations on financial prudential as prescribed by the Ministry of Finance;
- e) Keep all documents and accounts reflecting in detail and accurately the transactions of customers and the Company;
- f) Sell or sell securities to customers when they do not own securities and lend securities to customers for sale in accordance with law;
- g) Comply with the provisions of the Law on the implementation of securities trading operations;
- h) Implement the regime of accounting, auditing, statistics and financial obligations in accordance with relevant laws;
- i) Disclose information, report and archive in accordance with law;
- j) Contribute to the payment support fund in accordance with the Regulation on registration, depository, clearing and payment of securities;
- k) Other principles in accordance with current law

### 2. Obligations to shareholders:

- a) Clearly delineate the responsibilities between the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors, and the Control Board for management in accordance with the provisions of law;
- b) Establish a communication system with shareholders to ensure adequate information provision and fair treatment among shareholders to ensure the legitimate rights and interests of shareholders;



- c) The following acts must not be committed:
- Commitment on income and profit for shareholders (except for shareholders owning preferred shares for fixed dividends).
  - Illegally holding interests and income from shares of shareholders;
  - Providing loans or guarantees to individual shareholders directly or indirectly; lending in any form to major shareholders, members of the Supervisory Board, members of the Board of Directors, members of the Board of Directors, chief accountants, other managerial positions appointed by the Board of Directors and related persons of these subjects;
  - Generate income for shareholders by repurchasing shares of shareholders in forms that are not in accordance with the provisions of law;
  - Illegally infringing on the rights of shareholders such as ownership, options, fair transaction rights, the right to information, other legitimate rights and interests.
- d) Other obligations in accordance with current law.

3. Obligations to customers:

- a) Always keep credibility with customers, do not infringe on assets, other legitimate rights and interests of customers;
- b) Separate management of securities and securities trading deposits of each client, separate management of clients' funds and securities from the Company's money and securities. All transactions with clients' funds for securities trading must be carried out by the Company through commercial banks. Do not abuse the assets entrusted by the customer to the Company and the transaction payment of the customer, securities of the customer deposited at the Company;
- c) Signing contracts in a form in accordance with the law with customers when providing services to customers; provide full and truthful information to customers when performing the services provided by the Company;
- d) Only give appropriate advice to customers on the basis of efforts to collect information about customers: Collect and find out information about the financial situation, investment objectives, risk tolerance, profit expectations of customers, other information suitable for each type of service and update information in accordance with the provisions of law. Ensure that the Company's investment recommendations and advice to customers must be suitable for each customer;
- e) Responsible for the reliability of the information disclosed to customers. Ensure that

customers make investment decisions on the basis of being provided with adequate information, including the content and risks of the products and services provided. It is strictly forbidden to commit any acts of deception and disclosure of false information;

- f) Be cautious, do not create conflicts of interest with customers. In the event that it cannot be avoided, the Company must notify the client in advance and take the necessary measures to ensure fair treatment of the client;
- g) Prioritize the execution of the client's orders before the Company's orders;
- h) Set up a dedicated department, responsible for communicating with customers and solving questions and complaints of customers;
- i) Fulfill its obligations to customers in the best way;
- j) Confidentiality of customer information:
  - The Company is responsible for keeping confidential information related to the ownership of securities and money of customers, refusing to investigate, blockade, hold, or transfer customers' assets without the consent of customers; unless the Company's actions are in accordance with the provisions of the Law
  - The provisions at this Point do not apply in the following cases:
    - + The auditor performs the audit of the Company's financial statements;
    - + Provide information at the request of competent State agencies.
- k) Other obligations in accordance with current law.

## **Article 9. Prohibitions and restrictions**

- 1. Regulations for the Company:
  - a) Do not make judgments or guarantees to customers about the level of income or profit achieved on their investments or guarantee that customers do not suffer losses, except for investing in securities with fixed income;
  - b) Do not agree or offer specific interest rates or share profits/losses with customers to entice customers to participate in transactions;
  - c) It is not allowed to directly or indirectly set up locations other than the trading locations approved by the SSC to sign contracts, receive orders, execute securities trading orders or pay for securities transactions with customers;
  - d) Failing to receive orders or pay for transactions with other persons other than the person in the name of the trading account without the written authorization of the customer;
  - e) Do not use the customer's name or account to register or trade securities;

- f) Do not misappropriate securities, money or temporarily seize securities of customers in the form of depository in the name of the Company;
- g) Not to disclose information about customers unless they agree or at the request of a competent state management agency;
- h) Do not commit acts that mislead customers and investors about securities prices;
- i) The securities trading account opening contract must not contain agreements to evade the Company's legal obligations; limit the scope of the Company's compensation or transfer the risk from the Company to the customer; forcing customers to perform compensation obligations in an unfair manner and agreements that are unfairly detrimental to customers;
- j) Other prohibitions and restrictions are in accordance with current laws.

2. Regulations for securities practitioners:

- a) Abolished;
- b) It is not allowed to work for other securities companies, securities investment fund management companies, branches of securities companies not affiliated with the company and foreign fund management companies in Vietnam, securities investment companies;
- c) Must not concurrently serve as a Director (General Director) of an organization offering securities to the public or a listed organization;
- d) Only open a securities trading account for themselves at the Company;
- e) When carrying out trading activities on the client's account, the securities practitioner is the representative of the Company and performs in the Company's capacity. Do not use money and securities on the customer's account when not authorized by the Company under the customer's entrustment to the Company;
- f) Other prohibitions and restrictions are in accordance with current law.

3. Regulations for members of the Board of Directors, Head of the Control Board, members of the Board of General Directors:

- a) 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 and Directors of other securities companies;
- b) The Head of the Supervisory Board must not concurrently be a member of the Supervisory Board or a manager of another securities company;

- c) General Directors and Deputy General Directors may not work for securities companies, fund management companies or other enterprises at the same time. The General Director must not be a member of the Board of Directors, a member of the Board of Members of another securities company;
- d) Other prohibitions are in accordance with current law.

## **CHAPTER 2. CHARTER CAPITAL; SHARES; SHAREHOLDERS**

### **I. Charter capital, shares**

#### **Article 10. Charter capital**

The charter capital of the Company is VND 339,000,000,000 (Three hundred and thirty-nine billion VND). The company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with this Charter and the provisions of law.

#### **Article 11. Types of Shares**

1. The total charter capital of the Company is divided into 33,900,000 shares (*Thirty-three million nine hundred thousand shares*). The par value of the shares is 10,000 VND/share.

The Company's shares on the date of approval of this Charter are only ordinary shares: 33,900,000 shares (*Thirty-three million nine hundred thousand shares*);

Depending on the situation of the financial market, depending on the Company's financing and capital use needs, the Board of Directors may propose to the General Meeting of Shareholders to decide on the issuance of a number of other preferential shares such as dividend preference shares, refundable preference shares and other types of preference shares along with the methods of application employ. The rights of these preference shares (if any) will be exercised in accordance with the provisions of the Law on Enterprises and the Law on Securities.

2. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless otherwise specified by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all of them will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to entities under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

3. The Company may purchase the shares issued by the Company itself in the ways specified in this Charter and the current Law.
4. The company may issue other types of securities in accordance with the provisions of the law on securities and the securities market.
5. Characteristics of the types of shares:

Ordinary shares: each ordinary share has 01 voting vote. The owner of ordinary shares is an ordinary shareholder. Ordinary shareholders have the right to participate in the process of making decisions of the Company in the form of voting at the General Meeting of Shareholders.

### **Article 13. Stock Certification**

1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned.
2. Stocks are securities that confirm the owner's legal rights and interests in a part of the share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within 10 working days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within 10 working days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limit as prescribed in the issuance terms), the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.
4. 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. Shareholders' proposals must include the following contents:
  - a) Information about stocks that have been lost, damaged or otherwise destroyed;
  - b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

### **Article 13a. Other Securities Certificates**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

### **Article 14. Offering and transfer of shares**

1. Offering of shares
  - a) The company may offer shares for sale when approved by the General Meeting of

Shareholders and in accordance with the provisions of law;

- b) The General Meeting of Shareholders approves or authorizes the Board of Directors to decide on the time, method and price of offering shares among the shares entitled to be offered. The offering price of shares must not be lower than the market price at the time of offering or the price recorded in the books of the shares at the latest time, unless otherwise provided for by the General Meeting of Shareholders.
- c) In case the Company issues additional ordinary shares and offers such shares to ordinary shareholders according to the Company's existing share ratio, the provisions of the Law on Enterprises and the Law on Securities shall be complied with;
- d) The company must register with the SSC when making a share offering;
- e) The method and procedures for offering shares shall comply with the provisions of documents on stock offering.

2. Transfer of shares:

- a) The Company's shares are freely transferred, except for cases provided for in this Charter and otherwise provided for by law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
- b) Shares that have not been fully paid are not transferable and are not entitled to benefits related to these shares, including the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

**Article 15. Share Buyback**

- 1. The company is only entitled to repurchase shares when it fully meets the conditions and redemption rate as prescribed by law.
- 2. Cases of share repurchase:
  - a) Buy-back at the request of shareholders

Shareholders have the right to request the Company to repurchase their shares, if such shareholders do not approve the resolution on the reorganization of the Company or change the rights and obligations of shareholders specified in this Charter. 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 selling price, the reason for requesting the company to repurchase and send it to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the

above-mentioned issues.

The company must repurchase shares at the request of shareholders at the market price or the price calculated according to the principles specified in the company's charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a professional price appraisal organization to determine the price. The company introduces at least 03 professional valuation organizations for shareholders to choose and that is the final decision.

b) Acquisition at the Company's discretion

Comply with the provisions of the Law on Enterprises, the Law on Securities and the Securities Market.

**Article 16. How to increase and decrease charter capital**

1. Abolished.
2. How to increase the charter capital of the Company:
  - Issue shares to raise capital in accordance with law; including the form of converting debts into contributed capital according to the agreement between creditors and securities companies;
  - Convert issued convertible bonds into shares;
  - Issuance of new shares to carry out the merger of a part or all of another enterprise into the company;
  - Issue new shares to pay dividends; Issuance of bonus shares;
  - Other cases in accordance with the provisions of law.
3. The reduction of charter capital shall be decided by the General Meeting of Shareholders but must still ensure the conditions on legal capital after capital reduction according to current regulations.

**II. Rights and obligations of shareholders**

**Article 17. Rights of the Company's shareholders**

1. Shareholders are the owners of the Company, with corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.
2. Ordinary shareholders have the following rights:



- a. Attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current law;
  - d. To be given priority to purchase newly offered shares in proportion to the proportion of ordinary shares they own, unless otherwise provided for by the General Meeting of Shareholders;
  - e. Consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
  - f. Considering, lookup, extracting or copying the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. Full access to periodic information and unusual information published by the Company in accordance with the provisions of law;
  - h. In case the Company is dissolved or bankrupt, it is entitled to receive the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid creditors and shareholders holding other types of shares of the Company and other financial obligations as prescribed by law;
  - i. Request the Company to repurchase their shares in the cases prescribed by the Law on Enterprises;
  - j. Other rights as prescribed in this Charter and the Law.
3. Shareholders or groups of shareholders owning 05% (five percent) or more of the total number of ordinary shares have the following rights:
- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) Consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions must be approved by the Board of Directors and other



documents, except for documents related to trade secrets, the Company's business secrets;

- c) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- d) Propose the issue 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 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue of the proposal to be included in the meeting agenda;
- e) Other rights as prescribed by Law and this Charter.

4. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

- a) Ordinary shareholders who form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

5. Shareholders and groups of shareholders owning at least 1% of ordinary shares have the right to initiate lawsuits 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 in accordance with the provisions of the Law on Enterprises.

### **Article 18. Obligations of shareholders**

Shareholders have the following obligations:

- a) Fully and on time the number of shares registered for purchase. The contributed capital must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or other persons in accordance with the provisions of law. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred;
- b) Comply with the Company's Charter and Internal Management Regulations;
- c) Comply with decisions of the General Meeting of Shareholders and the Board of Directors;
- d) Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided 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.
- e) If a shareholder owns ten percent (10%) or more of the company's charter capital, such shareholder and his/her related persons may not own more than five percent (5%) of the charter capital of another securities company. These shareholders must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders;
- f) Shareholders owning ten percent (10%) or more of the charter capital of the Company must fully notify the Company within 24 hours after receiving the information, for the following cases:
  - The number of shares that are blocked, pledged or handled according to the court's decision;
  - Shareholders are organizations that decide to change their names or divide, separate, dissolve, or go bankrupt.
- g) Other obligations:
  - Provide the correct address when registering to buy shares and perform other obligations in accordance with current law;

- Major shareholders must fully and promptly notify the Company and fulfill the obligation to disclose information in accordance with the law on securities;
- Other obligations in accordance with current law.

#### **Article 19. Authorized representative of shareholders being organizations**

1. The authorized representative of a shareholder must be an individual authorized in writing to perform the rights and obligations in accordance with the provisions of Law and this Charter.
2. An organization that is a shareholder of the Company owning at least 10% of the total ordinary shares can authorize a maximum of 03 representatives. In the other case, only one (01) representative may be authorized.
3. In case a shareholder is an organization that appoints more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally by the number of authorized representatives.
4. The authorized representative must meet the criteria and conditions prescribed in the Law on Enterprises.
5. The appointment, termination or change of an authorized representative must be notified to the Company in writing and is effective only for the Company from the date the Company receives the notice. The authorization document must contain the main contents as prescribed by the Law on Enterprises.
6. Responsibilities of the authorized representative
  - a) The authorized representative on behalf of the shareholders shall exercise the rights and obligations of shareholders at the General Meeting of Shareholders in accordance with law. Any restrictions of shareholders on the authorized representative in exercising the rights and obligations of the respective shareholders at the General Meeting of Shareholders shall not be effective for third parties;
  - b) The authorized representative is responsible for fully attending the meeting of the General Meeting of Shareholders; to perform the authorized rights and obligations in an honest, prudent and best manner, protecting the legitimate interests of authorized shareholders;
  - c) The authorized representative shall be liable to the authorized shareholder for the breach of obligations specified in this Article. The authorized shareholder is liable to the third

party for liabilities arising in relation to the rights and obligations performed through the authorized representative.

### **CHAPTER 3. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

#### **Article 20. Organizational structure, governance and control**

The organizational structure of management, governance and control of the Company includes: General Meeting of Shareholders, Board of Directors, General Director and Supervisory Board.

#### **I. General Meeting of Shareholders**

##### **Article 21. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. Rights and obligations of the General Meeting of Shareholders
  - a) Adopting the Company's development orientation;
  - b) Decide on the type of shares and the number of shares entitled to be offered for sale of each type;
  - c) To decide on the annual dividend payment level of each type of shares;
  - d) Elect, dismiss and dismiss members of the Board of Directors and members of the Control Board;
  - e) Decide to invest or sell assets with a value equal to or greater than 50% of the total value of assets recorded in the Company's latest financial statements;
  - f) Through a contract or transaction with a related person with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - g) Through the issuance of convertible bonds;
  - h) To decide on the increase or decrease of the charter capital of the Company;
  - i) Decision on amendment and supplementation of the company's charter, except for the case of adjustment of charter capital due to the sale of new shares within the number of shares entitled to be offered for sale as prescribed in this Charter;
  - j) Approve annual financial statements;
  - k) Decision to repurchase more than 10% of the total sold shares of each type;

- l) Considering and handling violations of the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;
  - m) Decision on reorganization and dissolution of the Company;
  - n) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - o) Approving the Internal Governance Regulation; Regulation on operation of the Board of Directors and the Control Board;
  - p) Approve the list of approved auditing firms; decide on the selection of an approved auditing firm to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
  - q) Other rights and duties in accordance with current law.
3. The General Meeting of Shareholders may authorize the Board of Directors to decide on matters under the jurisdiction of the General Meeting of Shareholders in accordance with the provisions of this Charter and the provisions of current law. The authorization contents must be specified in the resolution or the minutes of the meeting of the General Meeting of Shareholders or the record of counting votes for shareholders' opinions in writing.
4. The General Meeting of Shareholders discussed and approved the following issues:
- a) Annual business plan of the Company;
  - b) Annual financial statements;
  - c) Report of the Board of Directors on governance and results of operation of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Supervisory Board on the Company's business results, operating results of the Board of Directors and the General Director;
  - e) Self-assessment report on the performance of the Supervisory Board and members of the Supervisory Board;
  - f) The dividend level for each share of each type;
  - g) Number of members of the Board of Directors, Control Board;
  - h) Elect, dismiss and dismiss members of the Board of Directors and members of the Control Board;
  - i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

- j) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;
  - k) Supplementing and amending the company's charter;
  - l) The type of shares and the number of new shares issued for each type of shares;
  - m) Division, separation, consolidation, merger or transformation of the Company;
  - n) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o) Decide to invest or sell assets with a value equal to or greater than 50% or more of the total value of assets recorded in the Company's latest financial statements;
  - p) Decision to repurchase more than 10% of the total sold shares of each type;
  - q) Through contracts, transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - r) Approving transactions specified in Clause 4, Article 293 of 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;
  - s) Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
  - t) Other matters as prescribed by Law and this Charter.
5. All resolutions and issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 22. Authorization to attend the General Meeting of Shareholders**

1. Shareholders entitled to attend the General Meeting of Shareholders according to law may directly attend or authorize their representatives to attend or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.
2. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's regulations and must be signed according to the following provisions:

- a. In case an individual shareholder is an authorized person, it must have the signature of such shareholder and the signature of the authorized person attending the meeting;
- b. In case the authorized representative of a shareholder is an organization that is an authorizing person, it must bear the signatures of the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting;
- c. In other cases, the signatures of the legal representative of the shareholder and the person authorized to attend the meeting must be obtained.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting.

3. Abolished.
4. The ballot papers of persons authorized to attend meetings within the scope of authorization shall still be valid in one of the following cases:
  - a. The authorizer has died, has limited civil act capacity or has lost civil act capacity;
  - b. The authorizer has canceled the appointment of authorization;
  - c. The authorizer has revoked the authority of the person performing the authorization.

This clause shall not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 22a. Change permissions**

1. The change or cancellation of special rights associated with a type of preference shares takes effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if it is approved by the number of preference shareholders of the same type attending the meeting owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of such issued shares. In case there are not enough delegates as mentioned above,



the meeting shall be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of people and number of shares) who are present in person or through authorized representatives shall be considered as having the required number of delegates. At the meetings of shareholders holding the above-mentioned preferential shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions of Articles 23, 25 and 28 of this Charter.
4. Unless the terms of the share offering provide otherwise, the special rights attached to the classes of shares have preferential rights in respect of some or all of the matters relating to the distribution of the Company's profits or assets that do not change when the Company issues additional shares of the same type.

### **Article 23. Convening the General Meeting of Shareholders**

1. Number, time, method of organization and location of the meeting:
  - a) The General Meeting of Shareholders meets annually once (01) time per year. In addition, the General Meeting of Shareholders may meet irregularly. The Board of Directors shall select a suitable location to hold the General Meeting of Shareholders. In case the meeting of the General Meeting of Shareholders is held simultaneously at many different locations, the place of the meeting of the General Meeting of Shareholders shall be determined as the place where the Chairman attends the meeting. The venue of the General Meeting of Shareholders must be in the territory of Vietnam.
2. The Annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. In case of failure to organize within the above time limit, the Company must report to the SSC in writing, clearly stating the reason and must organize the Annual General Meeting of Shareholders within the next 02 months. Competence to convene the General Meeting of Shareholders:

The Board of Directors is responsible for convening the Annual and Extraordinary General Meeting of Shareholders and selecting an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the Law and the Company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative



of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a) The Board of Directors deems it necessary for the benefit of the Company;
  - b) The number of remaining members of the Board of Directors and the Control 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 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;
  - d) The Supervisory Board requested to convene a meeting.
  - e) Other cases in accordance with current law.
4. Time to convene an extraordinary General Meeting of Shareholders
  - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the remaining members of the Board of Directors as prescribed at Point c, Clause 3 of this Article or receive the request specified at Points d and e, Clause 3 of this Article.
  - b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 In this case, within thirty (30) days after the next thirty (30) days, the Control Board must 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 this Charter.
  - c. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, shareholders and groups of shareholders who make the request specified at Point d, Clause 3 of this Article may represent the Company to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises and this Charter.

In this case, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and

conducting the General Meeting of Shareholders will be refunded by the company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises

#### **Article 24. Convening the meeting, agenda and contents of the General Meeting of Shareholders**

1. The Annual and Extraordinary General Meeting of Shareholders approves the decision on the following issues:
  - a. Approve annual financial statements;
  - b. The annual dividend paid for each type of share is in accordance with the Law on Enterprises and the rights associated with that type of share. This dividend level is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
  - c. Number of members of the Board of Directors;
  - d. Elect, dismiss and replace members of the Board of Directors and the Control Board;
  - e. Total remuneration of members of the Board of Directors and Report on remuneration of the Board of Directors;
  - f. Supplementing and amending the Company's Charter;
  - g. The type of shares and the number of new shares to be issued for each type of shares;
  - h. Division, separation, consolidation, merger or transformation of the Company;
  - i. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - j. Inspect and handle violations of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
  - k. To decide on investments or transactions to sell the Company's assets valued at 50% or more of the total value of the Company's assets and its branches recorded in the latest financial statements;
  - l. Decide on investments that are not part of the business plan in excess of 50% of the total value of assets recorded in the company's latest financial statements;
  - m. The company acquires more than 10% of a class of issued shares;

- n. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets stated in the latest financial statements;
  - o. Other matters as prescribed in this Charter and other regulations of the Company;
2. Shareholders are not allowed to vote in the following cases:
    - a. Through the contracts specified in Clause 1 of this Article when such shareholder or a person related to such shareholder is a party to the contract;
    - b. The purchase of shares of such shareholder or of a person related to such shareholder except for the case where the share repurchase is carried out according to the ownership ratio of all shareholders or the repurchase is made through order matching or public tender offer on the Stock Exchange.
  3. All issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.
  4. The convener of the General Meeting of Shareholders must perform the following tasks:
    - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
    - b) Prepare the program and content of the congress;
    - c) Prepare documents for the congress;
    - d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
    - e) Determine the time and place of the congress;
    - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
    - g) Other tasks for the congress.
  5. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of shareholders is reached, and at the same time published on the website of the Company and the SSC, the Stock Exchange where the Company's shares are listed or registered for trading. 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 days before the opening date of the meeting. The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) Meeting agenda, documents used in the meeting;
  - b) List and detailed information of candidates in case of election of members of the Board of Directors and members of the Control Board;
  - c) Voting Papers;
  - d) Draft resolution for each issue in the meeting agenda
6. Shareholders or groups of shareholders specified in Article 17 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda. The convener of the General Meeting of Shareholders has the right to reject these proposals in the following cases:
- a) Proposals are sent on time or insufficiently, with incorrect content;
  - b) Shareholders and groups of shareholders who do not hold a sufficient number of ordinary shares as prescribed in Item 17 of this Charter;
  - c) Issues and contents of proposals are not within the scope of competence and tasks of the General Meeting of Shareholders;
  - d) Issues related to the content of trade secrets, the company's business strategy;
  - e) Other cases as prescribed by Law and the Company's Charter.
7. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 7 of this Article in the tentative agenda and contents of the meeting, unless such proposal is rejected as prescribed in Clause 7 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

## **Article 25. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of voting shares.
2. In case there is not enough necessary number of delegates within thirty minutes from the time of fixing the opening of the general meeting, the general meeting must be reconvened within 60 (sixty) days from the date on which the first general meeting of shareholders is planned. The meeting of the second convened General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents from thirty-three percent (33%) of the total number of voting shares.
3. In case the second convened meeting is not eligible to proceed due to insufficient number of necessary delegates within thirty minutes from the time of fixing the opening of the second general meeting, the General Meeting of Shareholders shall be convened for the third meeting within forty-five (45) days. from the planned date of the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the number of shareholders attending the meeting and the total number of voting shares of the shareholders attending the meeting.
4. At the request of the Chairman, the General Meeting of Shareholders has the right to change the meeting agenda which has been sent together with the notice of invitation to the meeting as prescribed in Article 24 of this Charter.
5. Shareholders may attend the General Meeting of Shareholders in one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 26. Format of conducting the General Meeting of Shareholders and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must register until the shareholders who have the right to attend the meeting are fully registered according to the order in Clauses 2 and 3 of this Article
2. When conducting shareholder registration, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration

number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote count were announced by the Chairman just before the closing of the meeting.

The congress shall elect persons responsible for counting votes or supervising the counting at the request of the presiding judge. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders on the basis of the proposal of the Chairman.

3. Shareholders and authorized representatives of shareholders attending the General Meeting of Shareholders after the opening meeting have the right to register immediately and then have the right to participate and vote at the general meeting. The presiding judge is not responsible for stopping the general meeting so that the shareholders who arrive late to register and the validity of the votes conducted before the late shareholders attend is not affected.
4. 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 Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the Head of the Executive Control Board shall let the General Meeting of Shareholders elect the chairman of the meeting and the person with the highest number of votes to chair the meeting. In other cases, the signatory to convene the meeting of the General Meeting of Shareholders shall preside over the meeting and the person with the highest vote shall be appointed to preside over the meeting. The chairperson appoints one or several persons to be the secretary of the meeting.
5. The presiding judge is the person who has the right to decide on the order, procedures and events arising outside the program of the General Meeting of Shareholders. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.
6. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which 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 participants;
- b. The information media at the meeting venue does not ensure that shareholders attending the meeting participate, discuss and vote;
- c. Some participants obstruct or disrupt the order, risking that the meeting cannot be conducted fairly and legally.

In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the above provisions, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.

7. The presiding officer of the general meeting may conduct such activities as may be necessary to conduct the General Meeting of Shareholders in a valid and orderly manner or for the general meeting to reflect the wishes of the majority of the delegates.
8. The convener or chairperson of the meeting of the General Meeting of Shareholders has the right to: request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or lawful and reasonable security measures; request the competent authority to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
9. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner and in accordance with the approved program:
  - a. Arrange seats at the meeting place of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at meeting places;
  - c. Create conditions for shareholders to attend (or continue to attend) the general meeting.

The chairman of the general meeting or the convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all measures if deeming it necessary. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.



10. In case the above-mentioned measures are applied at the General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders or the convener of the General Meeting of Shareholders when determining the location of the General Meeting may:

- a. The notice of the congress shall be conducted at the place stated in the notice and the presiding chairman of the congress shall be present there ("Main venue of the congress");
- b. Arrange and organize shareholders or authorized representatives who are unable to attend the meeting under this Article or those who wish to participate at a location other than the main venue of the general meeting to attend the general meeting at the same time;

The notice of the organization of the congress does not need to specify the organizational measures under this Article.

11. In this Charter (unless circumstances require otherwise), all shareholders are deemed to attend the general meeting at the main venue of the general meeting.

Every year, the Company organizes the General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be consulted in writing.

#### **Article 27. Vote Accumulation**

1. Before and during the General Meeting of Shareholders, shareholders have the right to form a group together to nominate and accumulate votes for the person they nominate.
2. Abolished.
3. In case the number of candidates for the Board of Directors or the Control Board through nomination is still insufficient for the necessary number, the remaining number of candidates shall be nominated by the incumbent Board of Directors.
4. The elected members of the Board of Directors or members of the Control Board shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in this Charter is reached. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors or the Control Board, the General Meeting of Shareholders shall conduct a re-election among the candidates with the same number of votes or select according to the criteria of the election regulation or the company's charter.

#### **Article 28. Approval of the decision of the General Meeting of Shareholders**



1. The General Meeting of Shareholders approves decisions under its competence in the form of voting at the meeting or collecting written opinions.
2. The company is entitled to approve all matters under the decision-making competence of the General Meeting of Shareholders, including the matters specified in Clause 2, Article 147 of the Law on Enterprises, at any time if it deems it necessary for the benefit of the company by voting at the meeting of the General Meeting of Shareholders or collecting written opinions.
3. A resolution on the following contents shall be adopted if approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - a. Types of shares and the total number of shares of each type;
  - b. Change of business lines, trades and fields;
  - c. Change the organizational structure of the Company's management;
  - d. Investment or sale of assets with a value equal to or greater than 50% of the total value of assets recorded in the Company's latest financial statements;
  - e. Abolished;
  - f. Reorganization and dissolution of the company
4. Except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises, the resolutions of the General Meeting of Shareholders shall be passed when more than 50% of the total votes of the shareholders attending and voting in favor are obtained.
5. The voting to elect members of the Board of Directors and the Control Board must be carried out by the method of accumulating votes as prescribed in the Law on Enterprises.
6. Resolutions and decisions passed equal to one hundred percent (100%) of the total number of voting shares are legal and effective even if the order and procedures for convening, the content of the meeting agenda and the mode of conducting the meeting are not implemented in accordance with regulations. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the decision is passed. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

## **Article 29. Competence and method of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders**

The competence and method of collecting shareholders' opinions in writing to approve decisions 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 all matters under the decision-making competence of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company;
2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Article 24 of this Charter. The opinion poll must contain the following principal contents:
  - a. Name, address of the head office, enterprise identification number or tax identification number;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent residence address, nationality, number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;
  - d. Issues that need to be consulted to approve decisions;
  - e. The voting plan includes approval, disapproval and no opinion;
  - f. The deadline for sending to the company the feedback form has been answered;
  - g. Full name and signature of the Chairman of the Board of Directors;
3. Shareholders may send the reply to the company in one of the following forms:
  - a. Send mail. The reply form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

- b. Send a fax or email. Opinion forms sent to the company by fax or e-mail must be kept confidential until the time of vote counting.
  - c. Opinion forms sent to the company after the time limit specified in the contents of the opinion form or have been opened in case of sending letters and disclosed in case of sending faxes or e-mails are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.
4. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
    - a. Name, address of the head office, enterprise identification number or tax identification number;
    - b. Purpose and issues that need to be consulted to approve the decision;
    - c. The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid votes and the number of invalid votes, enclosed with an appendix to the list of shareholders participating in voting;
    - d. The total number of votes in favor, disapproval and no opinion on each issue;
    - e. The decisions that have been passed and the corresponding approval rate;
    - f. Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor;

Members of the Board of Directors and supervisors of vote counting and vote counting persons must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly take responsibility for damages arising from decisions passed due to dishonest and inaccurate vote counting;
  5. Minutes of vote counting results and resolutions must be sent to shareholders within 15 days from the end of vote counting. The submission of vote counting minutes and resolutions can be replaced by posting on the Company's website.
  6. The reply to the opinion poll, the vote counting record, the full text of the approved resolution and the relevant documents enclosed with the opinion poll must be kept at the company's head office;
  7. Resolutions adopted in the form of written shareholder consultation must be approved by the number of shareholders representing more than 50% of the total voting shares of

shareholders with voting rights and are valid as resolutions passed at the General Meeting of Shareholders.

### **Article 30. Effect of the Resolution of the General Meeting of Shareholders**

1. The resolution of the General Meeting of Shareholders takes effect from the date of adoption of the resolution or from the effective date specified in the resolution.
2. In case a shareholder or group of shareholders requests the Court or Arbitration to annul the resolution of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolution shall remain effective until the Court's decision to annul such resolution. Arbitration takes effect, unless the provisional emergency measure is applied under a decision of a competent authority

### **Article 31. Request to annul the Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or the minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for the opinion of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider annul the Resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the cases specified in Article 28 of this Charter;
- The content of the resolution violates the Law or this Charter.

### **Article 32. Minutes of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders must be recorded in record and may be recorded, recorded or archived in other electronic form with full contents as prescribed by the Law on Enterprises. The minutes are written in Vietnamese, can be made in foreign languages and have the same legal effect. In case there is a difference in the contents of the minutes, the contents of the Vietnamese minutes shall take effect.
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 must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting with the signatures of the

shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the head office of the Company.

## **II. Board of Directors**

### **Article 33. Authority of the Board of Directors**

1. The Board of Directors is the Company's management agency, which has the full right to decide on the performance of the Company's rights and obligations on behalf of the Company not under the jurisdiction of the General Meeting of Shareholders. The Board of Directors is responsible for ensuring that the Company's operations comply with the provisions of the Law, Charter and internal regulations of the Company, treat all shareholders equally and respect the interests of persons with interests related to the Company.
2. Duties and powers of the Board of Directors:
  - a) To decide on the Company's strategy, medium-term development plan and annual business plan;
  - b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
  - c) Decision on offering of new shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
  - d) To decide on the offering price of shares and bonds of the Company;
  - e) Decision to repurchase not more than ten percent (10%) of the total issued shares of each type in each twelve (12) months; decide on the share repurchase price. For ordinary shares and other shares, the redemption price must not be higher than the market price at the time of redemption, unless otherwise provided for by law;
  - f) To decide on investment plans and investment projects within their competence and limits in accordance with the Law on Enterprises, the Law on Securities and the company's charter;
  - g) Decide on solutions for market development, marketing and technology; through contracts for purchase, sale, lending and other contracts with a value equal to or greater than thirty-five percent (35%) of the total value of assets stated in the Company's latest financial statements, except for contracts and transactions falling under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

- h) Elect, dismiss and dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director, Deputy General Directors, and the Company's managerial titles as follows: Chief Financial Officer, Chief Accountant, Internal Auditor; decide on salaries and other benefits of the above-mentioned managers; appoint representatives under the committee the right to exercise the right to own shares or contributed capital in other companies, decide on remuneration levels and other benefits of authorized representatives;
- i) Supervise and direct the General Director and managers of the Company in running the daily business;
- j) Appoint the person in charge of the Company's administration;
- k) To decide on organizational structure, financial regulations, salary regulations and a number of other important internal regulations prescribed by the Board of Directors in each period, to decide on the establishment of subsidiaries, branches, transaction offices, representative offices and to contribute capital and purchase shares of other enterprises within the limits prescribed by Law and this Charter;
- l) Approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the decision;
- m) Submit annual financial settlement reports and activity reports of the Board of Directors to the General Meeting of Shareholders;
- n) Propose dividend payment levels, decide on dividend payment deadlines and procedures or handle losses incurred in the course of business;
- o) Propose the reorganization, dissolution or request for bankruptcy of the Company;
- p) Establish a standard process for convening meetings, voting and voting at the Board of Directors meeting for approval by the General Meeting of Shareholders; order and procedures for nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors; formulate regulations on the order and procedures for selection, appointment and dismissal of managers and the process and procedures for coordination of activities between the Board of Directors and the Supervisory Board and the Board of General Directors; develop a mechanism for evaluating activities, rewarding and disciplining members of the Board of Directors, the Board of Directors and other managers;
- q) Setting up departments or appointing people to perform internal audits and risk control;
- r) Conflict resolution within the Company: Prevent and resolve conflicts that may arise

between shareholders and the Company. The Board of Directors may appoint officers to implement the necessary systems or establish a dedicated department to resolve conflicts within the Company or serve this purpose;

- s) Other tasks and powers in accordance with current law.
  - t) To decide on investments or transactions to sell the Company's assets with a value of less than 50% or more of the total value of the Company's assets recorded in the latest financial statements;
  - u) Decide on investments not included in the business plan not exceeding 50% of the total value of assets recorded in the company's latest financial statements;
3. The Board of Directors approves decisions by voting at the meeting, collecting opinions in writing or by other electronic methods (online meetings, emails, etc.) in accordance with the actual situation. Each member of the Board of Directors has one vote.
  4. The Board of Directors may authorize the Chairman of the Board of Directors to exercise part of the powers and functions of the Board of Directors during the period when the Board of Directors does not hold meetings. The authorization content must be clearly and concretely defined.
  5. When performing its functions and tasks, the Board of Directors must strictly comply with the provisions of Law, this Charter and decisions and resolutions of the General Meeting of Shareholders. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of Law or this Charter, causing damage to the Company, the members voting in favor of approving such resolution or decision must jointly take personal responsibility and must compensate the Company for damages; members who oppose the approval of the above-mentioned resolutions and decisions are exempt from responsibility.
  6. In case the resolutions have been passed by the Board of Directors but violate the Law, the principles of governance and this Charter, the shareholders or the Supervisory Board have the right to request the Company to immediately cancel the resolutions and relevant decisions.
  7. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular the supervision of the Board of Directors over the General Director and other managers in the fiscal year. In case the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements will be considered invalid and have not been approved by the Board of Directors.



8. Unless otherwise required by law, the Board of Directors may authorize subordinate employees and management officers to act on behalf of the Company.
9. Members of the Board of Directors (excluding alternate authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or equally in case of failure to reach an agreement.
10. In the course of performing their duties, members of the Board of Directors shall have the following rights and obligations:
  - a) Rights of members of the Board of Directors:
    - Right to information:
      - + Members of the Board of Directors have the right to request members of the Board of Directors and managers of the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company;
      - + Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
    - The right to receive remuneration and other benefits:
      - + Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or equally in case of failure to reach an agreement.
      - + The remuneration of the members of the Board of Directors must be expressed in a separate section in the Company's annual financial statements. Members of the Board of Directors who hold executive positions or members of the Board of Directors work in sub-committees of the Board of Directors or perform other tasks which, according to the Board, are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration on a one-time basis, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.



- + Members of the Board of Directors shall be entitled to payment of all expenses of travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, The Board of Directors or subcommittees of the Board of Directors.
  - Other rights in accordance with current law.
- b) Obligations of members of the Board of Directors:
- Perform the assigned tasks and powers in accordance with the provisions of the Law on Enterprises, the Law on Securities, relevant laws, the Charter and decisions of the General Meeting of Shareholders;
  - Perform the assigned tasks and powers honestly and carefully to ensure the maximum legitimate interests of the Company and shareholders;
  - Loyal to the interests of the Company and shareholders; not to use the Company's information, know-how and business opportunities, abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
  - Fully attend meetings of the Board of Directors and have clear opinions on issues discussed at the meeting;
  - Promptly, fully and accurately notify the Company of enterprises owned by members of the Board of Directors and their related persons or have shares or contributed capital.
  - Members of the Board of Directors are not allowed to increase salaries and pay bonuses when the Company fails to fully pay due debts;
  - Promptly and fully report to the Board of Directors the remuneration received from subsidiaries, associated companies and other organizations;
  - Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries and companies under the control of 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 manager of the enterprise in the last 03 years prior to the time of transaction;
  - Perform other obligations as prescribed by law and the Charter;

**Article 34. Number, composition and tenure of members of the Board of Directors**

1. The number of members of the Board of Directors of the Company is 03 members. The

Board of Directors may have independent Board members. The structure of the Board of Directors of the company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors. In case of a listed company, there must be an independent number of members of the Board of Directors in accordance with the provisions of the securities law.

2. The number of members of the Board of Directors permanently residing in Vietnam must be at least 02 people. The structure of the Board of Directors must ensure a balance between members with knowledge and experience in law, finance and securities; ensuring a balance between executive members and non-executive members.
3. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the company for no more than 02 consecutive terms.
4. The Board of Directors is elected by the General Meeting of Shareholders on the principle of accumulating votes as prescribed. In case the candidates for the Board of Directors approve the nomination and candidacy are still insufficient in the necessary number, the remaining candidates shall be nominated by the incumbent Board of Directors. Candidates for the Board of Directors must satisfy the conditions specified in Article 35 of this Charter. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
5. In case the Board of Directors has expired but the General Meeting of Shareholders has not yet elected a new Board of Directors, the Board of Directors of the term just ended shall continue to operate until the new Board of Directors is elected and takes over the work.
6. The Board of Directors must set up departments or appoint people to perform risk management tasks as prescribed.

#### **Article 35. Criteria and conditions for being a member of the Board of Directors**

1. Having full civil act capacity, not subject to the prohibition of establishing and managing enterprises under the provisions of the Law on Enterprises.
2. Be a person with professional qualifications, experience in business management or experience in the field of securities, finance, banking.

3. Not being the General Director, member of the Board of Directors, member of the Board of members of another securities company; must not concurrently be a member of the Board of Directors of more than five (05) other companies.
4. Abolished.
5. At the beginning of the term of office, all members of the Board of Directors must fully meet the conditions required by law, governance regulations, Charter and internal regulations of the Company. During their term of office, if there is a change, the members must notify the Chairman of the Board of Directors. The criteria and conditions specified in this Article also apply to members of the Board of Directors who are elected to be supplemented or replaced.
6. Other standards and conditions as prescribed by law

#### **Article 35a. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work process;
  - d) Other managerial titles (including the title of the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information as prescribed in the company's Regulation;
  - g) Information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and benefits related to the company of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.

3. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

### **Article 36. Independent Board Member, Non-Executive**

1. A non-executive member of the Board of Directors is a member who does not hold any executive position in the Company, i.e. is not concurrently a member of the Board of General Directors, chief accountant or other management officer appointed by the Board of Directors.
2. The method of organizing and coordinating the activities of independent members of the Board of Directors is in accordance with the provisions of Law
3. Conditions and criteria of independent members of the Board of Directors:
  - a. Not be a person who is working for the company, parent company or subsidiary of the Company; not being a person who has worked for the company, parent company or subsidiary of the Company for at least 3 consecutive years;
  - b. Not being a person who is receiving salary or remuneration from the company, except for allowances to which members of the Board of Directors are entitled as prescribed;
  - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder; being a manager of the Company or a subsidiary of the Company;
  - 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 the Control Board of the company for at least 5 consecutive years, except for the case of being appointed for 02 consecutive terms;
4. An independent member of the Board of Directors must notify the Board of Directors that he or she no longer fully satisfies the conditions specified in Clause 4 of this Article and automatically ceases to be an independent member of the Board of Directors from the date of failing to fully satisfy the conditions. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice of the independent member set up relevant Board of Directors.

### **Article 37. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed by the Board of Directors among the members of the Board of Directors. The Chairman of the Board of Directors may not concurrently hold the title of General Director.
2. The Chairman of the Board of Directors is the chairman of the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities specified in the Law on Enterprises. The Vice Chairman has the same rights and obligations as the Chairman in case he is authorized by the Chairman but only in case the Chairman has notified the Board of Directors that he is absent or has to be absent due to force majeure reasons or is unable to perform his duties. In the event that both the President and the Provisional Vice-President are unable to perform their duties for any reason, the Board may appoint another person among them to perform the duties of the Chairman on the principle of majority.
3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial statements, reports on the company's operations, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal or dismissal.

### **Article 38. Board Meeting and Meeting Minutes**

1. The Board may meet periodically or irregularly. The Board of Directors must hold at least one (01) meeting per quarter.
2. In case the Board of Directors elects the Chairman in a new term, the first meeting to elect the Chairman and make other decisions under its competence must be conducted within seven (07) working days from the end of the election of the Board of Directors of that term. This meeting is convened by the member with the highest number of votes. In case there is more than one member with the highest and equal number of votes, the members elect one (01) person among them to convene a meeting of the Board of Directors on the principle of majority.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days in the following cases:
  - a) Receive a proposal from the Supervisory Board or an independent member of the Board of Directors;
  - b) Receive the request of the General Director or at least five (05) other managers;

- c) Receive proposals from at least two (02) members of the Board of Directors;
- d) Other cases deemed necessary for the benefit of the company;

The proposal for the meeting must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

- 4. In case the Chairman of the Board of Directors fails to convene a meeting as proposed in Clause 3, he/she shall be responsible for the damages caused to the Company and the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
- 5. 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 working days before the date of the meeting to the members of the Board of Directors. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided, enclosed with the documents used at the meeting and the members' votes. The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the Chairman of the Board of Directors or the convener of the meeting of the Board of Directors and ensure that the contact address of each member of the Board of Directors registered at the Company is reached.
- 6. Members of the Control Board and the General Director who are not members of the Board of Directors have the right to attend meetings of the Board of Directors and have the right to discuss but not vote.
- 7. Board meetings are conducted when three-quarters (3/4) of the total number of members attend. In case the first convened meeting does not have enough members to attend the meeting as prescribed, it may be convened for the second time within seven (07) days from the date of the planned first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.
- 8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a) Attend and vote directly at the meeting;
  - b) Authorize other persons to attend the meeting as prescribed in Clause 9 of this Article.
  - c) Attend and vote through online conference or other similar forms;
  - d) Sending votes to the meeting via mail, fax or email;
  - e) To send the ballot papers by other means decided by the Chairman of the Board of

Directors or the person convening the meeting of the Board of Directors.

In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one hour before the opening. Ballots are only opened in the presence of all attendees.

The Resolution of the Board of Directors shall be approved if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

9. Members must attend all meetings of the Board of Directors. Members may authorize others to attend the meeting if approved by a majority of the members of the Board of Directors
10. Meetings of the Board of Directors must be recorded and may be recorded, recorded and stored in other electronic forms. The minutes of the meeting must be full of contents in accordance with the provisions of the Law on Enterprises.
11. The minutes of the meeting shall be made in Vietnamese and may be made in a foreign language. Minutes made in Vietnamese and foreign languages are equally valid. In case of any discrepancy in contents, the contents of the Vietnamese minutes shall take effect. The chairperson and the person recording the minutes must be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

#### **Article 39. Dismissal, dismissal and addition of members of the Board of Directors**

1. Cases of dismissal/dismissal of members of the Board of Directors:
  - a) Members of the Board of Directors no longer meet the criteria and conditions specified in Article 35 of this Charter;
  - b) Members of the Board of Directors do not participate in the activities of the Board of Directors for six (06) consecutive months, except for force majeure cases;
  - c) Having a written resignation letter sent to the head office of the Company and approved;
2. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismissal or dismissal of members of the Board of Directors.
3. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a) The number of members of the Board of Directors shall be reduced by more than one-



third (1/3) of the number specified in the Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;

- b) The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed;
- c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or dismissed from office at the nearest meeting.

#### **Article 40. Internal Audit and Risk Management of the Board of Directors**

1. The Internal Audit Department performs its functions on the principles of independence, honesty, objectivity and confidentiality. The specific functions and tasks of the Internal Audit department are as follows:
  - a) Independently assess the conformity and compliance with legal policies, Charters, decisions of the General Meeting of Shareholders and the Board of Directors;
  - b) Examine, review and evaluate the adequacy, effectiveness and effectiveness of the internal control system under the Board of Directors in order to improve this system;
  - c) Assess the compliance of business operations with internal policies and procedures;
  - d) Advising on the establishment of internal policies and procedures;
  - e) Assessing compliance with legal regulations, controlling measures to ensure asset safety;
  - f) Evaluate internal controls through financial information and through business processes;
  - g) Evaluate the process of identifying, assessing and managing business risks;
  - h) Evaluate the effectiveness of activities;
  - i) Assess compliance with contractual commitments;
  - j) Control the information technology system;
  - k) Investigating violations within the Company;
  - l) Perform internal audits of the Company and its subsidiaries;
  - m) Other functions in accordance with current laws.
2. Functions and operating principles of the Risk Management Department:



- a) Stipulating policies and strategies for risk management; risk assessment standards; the overall level of risk of the Company and each division in the Company;
- b) Independently assess the conformity and compliance with the risk policies and procedures established in the Company;
- c) Examine, review and evaluate the adequacy, effectiveness and effectiveness of the risk management system under the Board of Directors in order to improve this system;
- d) Other functions in accordance with current laws.

3. Requirements for personnel of the Internal Audit Department:

- a) Not being a person who has been sanctioned at a fine level or more for violations in the field of securities, banking or insurance within the last five (05) years up to the year of appointment;
- b) The Head of the Internal Audit Department must be a person with professional qualifications in law, accounting and auditing; Having 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, Directors of branches in the Company;
- d) Having a professional certificate on basic issues related to securities and securities market and a professional certificate in law on securities and securities market or a securities practice certificate;
- e) Do not concurrently hold other jobs in the Company.

4. Internal audit activities must ensure the following principles:

- a) Independence: the internal audit department is independent of other departments of the company, including the executive board; internal audit activities independent of the company's executive and professional activities; Internal audit officials are not allowed to undertake jobs subject to internal audit, are not allowed to concurrently hold jobs in professional departments such as brokerage, proprietary trading, analysis, investment consulting, underwriting, risk management;
- b) Objectivity: the internal audit department and employees of the internal audit department must ensure objectivity, fairness and non-prejudice in the performance of their tasks. The company must ensure that the internal audit does not suffer any interference when performing its duties properly;

Internal auditors must demonstrate objectivity in the process of collecting, evaluating and

communicating information about activities or processes and systems that have been or are being audited. The internal auditor should make a fair assessment of all relevant issues and not be influenced by his or her own interests or by anyone else when making his or her comments and assessments;

c) Honesty: the internal auditor must perform his or her work honestly, prudently and responsibly; comply with the law and perform public work contents in accordance with the provisions of law and profession;

d) Security: employees of the internal audit department should respect the value and ownership of the information received, and must not disclose information without valid authorization unless they are obliged to disclose information in accordance with the law and internal regulations of the company.

5. The Board of Directors will establish a Risk Management Subcommittee or appoint a member in charge of implementing risk management activities to support the Board of Directors.

#### **Article 41: Person in charge of corporate governance**

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of corporate administration may concurrently serve as a secretary under the provisions of Clause 5, Article 156 of the Law on Enterprises

2. The person in charge of corporate governance must meet the following criteria:

a) Knowledge of the law;

b) Must not concurrently work for an approved auditing firm that is auditing the Company's financial statements;

c) Other standards as prescribed by law and decisions of the Board of Directors.

3. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to current labor laws. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

4. The person in charge of corporate administration has the following rights and obligations:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations 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 procedures 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 meeting and other information to members of the Board of Directors and members of the Control Board;
- g) Supervise and report to the Board of Directors on the company's information disclosure activities.
- h) Confidentiality of information in accordance with the provisions of law and the company's charter;
- i) Other rights and obligations as prescribed by law and the Company's Charter.

### **III. Board of Directors**

#### **Article 42. Composition, obligations and powers of the Board of Directors**

1. The composition of the Board of Directors of the Company includes: General Director, Deputy General Directors.
2. Members of the Board of Directors shall be hired, appointed or dismissed by the Board of Directors. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The term of office of other members of the Board of Directors shall not exceed 05 years and may be re-appointed for an unlimited number of terms.
3. The Board of Directors must establish and maintain a risk management implementation system including processes, apparatus and personnel to ensure the prevention of risks that may affect the interests of the Company and customers; establish and maintain an internal control system including organizational structure, 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 objectives as prescribed by law.
4. The Board of Directors must formulate working regulations for approval by the Board of Directors, and the working regulations must contain at least the following basic contents:

- a) Specific responsibilities and tasks of members of the Board of General Directors;
- b) Stipulating the order and procedures for organizing and participating in meetings;
- c) Reporting responsibilities of the Board of Directors to the Board of Directors and the Control Board.

5. Duties and powers of the General Director

The General Director is the person who runs the day-to-day business of the Company, is under the supervision of the Board of Directors and is responsible to the Board of Directors and the law for the performance of assigned tasks. The duties and powers of the General Director are as follows:

- a) To decide on matters related to the day-to-day business of the Company without the need for a decision of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organizing the implementation of the Company's business plan and investment plan;
  - d) Propose organizational structure plans, promulgate internal management regulations of the Company (including regulations, regulations, processes, etc.) except for internal regulations under the jurisdiction of the Board of Directors;
  - e) Appoint, dismiss and dismiss managerial positions in the company, except for those under the competence of the Board of Directors; decide on salaries, remuneration, benefits and other terms of labor contracts for employees in the company, including managers under the appointing competence of the General Director;
  - f) Signing contracts in the name of the Company, except for contracts under the jurisdiction of the Board of Directors;
  - g) Submit annual financial settlement reports to the Board of Directors;
  - h) Propose a plan to use profits or handle losses in business;
  - i) Consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;
  - j) Other rights and duties specified in the labor contract signed by the General Director with the Company under the decision of the Board of Directors;
  - k) Other rights and duties in accordance with current law.
6. In the course of performing their duties, members of the Board of Directors have the following obligations and benefits:

a) Obligations of members of the Board of General Directors:

- Perform the assigned rights and tasks in accordance with the provisions of the Law on Enterprises, the Law on Securities, relevant laws, the company's charter, decisions of the General Meeting of Shareholders and the Board of Directors;
- Perform the assigned rights and tasks honestly and carefully to ensure the maximum legitimate interests of the Company and shareholders;
- Be loyal to the interests of the Company and its shareholders; not to use the Company's information, know-how and business opportunities, abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
- Promptly, fully and accurately notify the Company of enterprises owned by members of the Board of Directors and their related persons or have contributed capital or dominant shares; this notice shall be posted at the head office and branches of the Company;
- Members of the Board of Directors are not allowed to increase salaries and pay bonuses when the Company fails to fully pay due debts;
- Other obligations as prescribed by law and the company's charter.

b) Benefits of members of the Board of Directors:

- Members of the Board of Directors are entitled to receive remuneration, salaries and bonuses according to business results and efficiency. The salary of members of the Board of Directors shall be decided by the Board of Directors;
- The remuneration and salaries of members of the Board of Directors shall be included in the Company's business expenses in accordance with law and must be expressed in separate items in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 43. Criteria and conditions for being a General Director**

1. Having full civil act capacity, not subject to the prohibition of establishing and managing enterprises under the provisions of the Law on Enterprises.
2. Having professional qualifications, practical experience in business administration, working experience in the fields of finance, securities and banking for at least two (02) years.
3. Having a financial analysis practice certificate or a fund management practice certificate.

4. Not sanctioned by the SSC in accordance with the law on securities and securities market within the last six (06) months.
5. It is not allowed to concurrently be a member of the Board of Directors or a member of the Board of members for another securities company; Do not work for other businesses at the same time.
6. Meet the conditions prescribed for the General Director of a securities company according to relevant regulations.
7. Other standards and conditions in accordance with current law.

**Article 43a. Criteria and conditions for being a Deputy General Director**

1. Having full civil act capacity, not subject to the prohibition of establishing and managing enterprises under the provisions of the Law on Enterprises.
2. Having professional qualifications, practical experience in business administration, working experience in the fields of finance, securities and banking for at least two (02) years.
3. Having a securities practice certificate suitable to the profession in charge.
4. Not sanctioned by the SSC in accordance with the law on securities and securities market within the last six (06) months.
5. It is not allowed to concurrently be a member of the Board of Directors or a member of the Board of members for another securities company; Do not work for other businesses at the same time.
6. Meet the conditions prescribed for Deputy General Directors of securities companies according to relevant regulations.
7. Other standards and conditions in accordance with current law.

**Article 44. Dismissal and dismissal of the General Director and Deputy General Director**

The General Director and Deputy General Director shall be dismissed or dismissed from office in the following cases:

1. No longer meet the criteria and conditions for being a General Director or Deputy General Director as prescribed in Articles 43 and 43a of this Charter.
2. There is a resignation letter and it is approved.
3. According to the decision of the Board of Directors.
4. Failing to complete the assigned tasks and other cases in accordance with current law.

**Article 45. Internal Control and Risk Management Department under the Board of Directors**

1. The Internal Control Department is responsible for controlling compliance with the following contents:
  - a) Inspect and supervise the compliance with legal regulations, the company's 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) Supervise the implementation of internal regulations, activities with potential conflicts of interest within the company, especially for the company's own business activities and personal transactions of the company's employees; supervise the implementation of responsibilities of officers and employees in the company, enforce the responsibilities of partners for authorized activities.
  - c) Examining the content and supervising the implementation of the rules of professional ethics;
  - d) Supervise the calculation and compliance with financial prudential regulations;
  - e) Segregation of clients' 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.
2. Personnel requirements of the Internal Control Department:
  - a) The head of the internal control department must be a person with professional qualifications in law, accounting and auditing; Having sufficient experience, prestige and competence to effectively perform the assigned tasks;
  - b) Not being a person related to the heads of professional departments, professional performers, General Directors, Deputy General Directors Directors of branches in the company;
  - c) Having a securities practice certificate or a professional certificate on basic issues related to securities and securities market and a professional certificate in law on securities and securities market;
  - d) Not concurrently holding other jobs in the Company;

- e) Other requirements in accordance with current laws.
- 3. Tasks of the risk management enforcement system:
  - a) Determine the Company's enforcement policy and risk tolerance;
  - b) Identify the Company's risks;
  - c) Measure risk;
  - d) Monitoring, preventing, detecting and handling risks.

#### **IV. Supervisory Board**

##### **Article 46. Number of members and term of office of the Supervisory Board**

1. The Supervisory Board of the Company has 03 members.
2. The term of office of a member of the Control Board is not more than 05 years. Members of the Supervisory Board may be re-elected for an unlimited number of terms. The Supervisory Board must have more than half of its members permanently residing in Vietnam.
3. In case at the end of the term of office the Control Board has not yet been elected, the Control Board that has expired its term shall continue to exercise its rights and tasks until the new term of the Control Board is elected and receives the tasks.
4. Members of the Supervisory Board are elected by the General Meeting of Shareholders. The election of members of the Control Board must be carried out on the principle of voting by accumulating votes. Shareholders or groups of shareholders specified in Article 17 of this Charter have the right to nominate candidates to the Supervisory Board in accordance with the provisions of this Charter.
5. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years. The head of the Supervisory Board of the company must not be a member of the Supervisory Board or a manager of another securities company;
7. The Control Board must develop a control process and must be approved by the General Meeting of Shareholders or the Board of Members.

##### **Article 47.- Tasks and powers of the Control Board**

1. Tasks of the Supervisory Board:



- a) The Supervisory Board supervises the Board of Directors and the Board of Directors in the management and administration of the Company; take responsibility before law and the General Meeting of Shareholders for the performance of their tasks;
- b) To examine the reasonableness, legality, truthfulness and prudence in the management and administration of business activities, in the organization of accounting, statistics and preparation of financial statements;
- c) Appraisal of reports on business activities, annual and six-month financial statements of the Company, reports on evaluation of management of the Board of Directors; to submit the report on appraisal of financial statements, annual reports on business activities and reports on assessment of management of the Board of Directors to the General Meeting of Shareholders at the Annual Meeting;
- d) To review the Company's accounting books and other documents, the management and administration of the Company's operations whenever deemed necessary or under the decision of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders specified in Article 17 of this Charter;
- e) Upon request for inspection by shareholders or groups of shareholders specified in Article 17 of this Charter, the Supervisory Board must conduct the inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the end of the inspection, the Supervisory Board must issue an explanatory report on the issues requested for inspection to the Board of Directors and the shareholders or groups of shareholders who request it. The inspection of the Control Board specified in this Clause must not obstruct the normal operation of the Board of Directors and not cause interruption to the Company's business activities;
- f) Upon request for inspection by shareholders or groups of shareholders specified in Article 17, the Supervisory Board must reply in writing certifying that it has received the request for inspection and carry out lawsuit procedures at the request of shareholders within fifteen (15) days from the date of receipt of the request for inspection.
- g) To propose the Board of Directors or the General Meeting of Shareholders solutions to amend, supplement and restructure the management and administration of the Company's business;
- h) When detecting that a member of the Board of Directors or a member of the Board of Directors violates the law or the company's charter, leading to infringement of the rights and interests of the Company, shareholders or customers, or infringing upon the obligations of the Company's manager, it must immediately notify in writing to the Board of Directors and request the person committing the violation to terminate the

violations, and at the same time have solutions to overcome the consequences. If such violation is serious or the violating member refuses to terminate or adjust the violation on time as requested, the Control Board must propose the convening of a meeting of the General Meeting of Shareholders to propose further measures;

- i) In case a member of the Board of Directors or the Board of Directors of the Company violates the provisions of law, the Supervisory Board must directly report in writing to the SSC within seven (07) working days from the date of detection of the violation;
- j) In case the controller knows that the members of the Board of Directors or the Board of Directors violate the provisions of law, the principles of governance and the company's charter, thus infringing upon the rights and interests of the company but fail to notify and perform their responsibilities as prescribed, such controller shall be responsible for the questions related to their tasks;
- k) Other tasks as prescribed by the Law on Enterprises and decisions of the General Meeting of Shareholders;
- l) Other tasks as prescribed by current law.

## 2. Rights of the Supervisory Board:

- a) Use independent consultants to perform assigned tasks;
- b) Consultation with the Board of Directors: The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
- c) Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company
- d) Fully informed:
  - The notice of invitation to the meeting, the poll for members of the Board of Directors and enclosed documents must be sent to members of the Control Board at the same time and in the same manner as for members of the Board of Directors;
  - Resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors must be sent to the Controllers at the same time and in the same manner as for shareholders and members of the Board of Directors
  - The report of the General Director to the Board of Directors or other documents issued by the Company must be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors;
  - Members of the Supervisory Board have the right to access the Company's dossiers and

- documents kept at the head office, branches and other locations; have the right to go to the places where the Company's managers and employees work to perform their duties;
- The Board of Directors, the General Director and other managers must provide adequate, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Supervisory Board.
- e) To receive remuneration and enjoy other benefits:
- Members of the Supervisory Board shall be paid remuneration according to their work and enjoy other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total remuneration and annual operating budget of the Supervisory Board based on the expected number of working days, the number and nature of the work and the average daily remuneration of members;
  - Members of the Control Board are entitled to pay for meals, accommodation, travel, and expenses for using independent consultancy services at a reasonable level. The total remuneration and expenses must 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;
  - The remuneration and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and relevant laws and must be made into a separate section in the Company's annual financial statements.
3. In the course of performing their duties, members of the Control Board must have the following obligations:
- a) Comply with the law, the company's charter, decisions of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and tasks;
  - b) Perform the assigned rights and tasks honestly and carefully to ensure the maximum legitimate interests of the Company and shareholders;
  - c) Loyal to the interests of the Company and shareholders; not to use the Company's information, know-how and business opportunities, abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
  - d) Other obligations in accordance with current law.
4. In case the Control Board breaches the obligations specified in Clause 3 of this Article,

leading to damage to the Company or other persons, the members of the Control Board shall be personally or jointly responsible for such damage. All other income and benefits that a member of the Supervisory Board directly or indirectly obtains as a result of a breach of his or her obligations are owned by the Company.

5. If detecting that a member of the Control Board violates its obligations while exercising its assigned rights and tasks, the Managing Board must notify in writing the Control Board, requesting the termination of the violation and take remedial measures.

#### **Article 47. How the Supervisory Board operates and meets**

1. The Control Board must promulgate regulations on the mode of operation and the order, procedures and methods of organizing meetings of the Control Board.
2. Each year, the Supervisory Board must hold at least 02 meetings.
3. The meeting of the Supervisory Board is conducted when there are at least 2/3 of the members of the Supervisory Board. The minutes of the meeting of the Supervisory Board are made in detail and clearly. The person recording the minutes and the members of the Control Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
4. The controllers must elect one member to be the Head of the Board. The head of the Control Board has the following rights and tasks:
  - a. Convene meetings of the Supervisory Board and act as the Head of the Supervisory Board;
  - b. Request the right to request members of the Board of Directors, General Directors and representatives of auditing organizations to be approved to attend and answer issues that need to be clarified;
  - c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors to submit to the General Meeting of Shareholders.

#### **Article 49. Criteria and conditions for being a member of the Supervisory Board**

1. From 21 years of age or older, have full civil act capacity and are not prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises.
2. Not allowed to hold managerial positions in the Company. Not a relevant person of a member of the Board of Directors, the General Director and other managers.
3. Not being a spouse, natural father, adoptive father, natural mother, adoptive mother,

natural child, adopted child, brother, sister, sibling of a member of the Board of Directors, Director or General Director and other managers.

4. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the company's business activities.
5. The Head of the Supervisory Board must have 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 activities, must not be concurrently a member of the Supervisory Board, managers of other securities companies.
6. Having professional qualifications in securities and securities market; have professional qualifications or professional experience in accounting or auditing or professional qualifications and practical experience in the finance and banking industry.
7. Other conditions and standards as prescribed by current law.

#### **Article 50. Dismissal and dismissal of members of the Supervisory Board**

1. Members of the Control Board shall be dismissed from office in the following cases:
  - a) Failing to meet the criteria and conditions for being a member of the Control Board as prescribed in Article 49 of this Charter;
  - b) Failing to perform his/her rights and duties for six (06) consecutive months, except for force majeure cases;
  - c) Have a resignation letter and be approved;
  - d) Such member is prohibited by law from being a member of the Control Board;
  - e) The member has a mental disorder and other members of the Control Board have professional evidence proving that the measurer is no longer capable of behavior;
2. Members of the Control Board shall be dismissed in the following cases:
  - a) Members of the Control Board fail to complete their assigned tasks and tasks;
  - b) Repeatedly and seriously violating the obligations of members of the Control Board specified in the Charter and current laws:
  - c) According to the decision of the General Meeting of Shareholders;
  - d) Other cases as prescribed by current law.
3. In case the Supervisory Board seriously breaches its obligations and is likely to cause damage to the Company, the Board of Directors must convene a meeting of the General Meeting of Shareholders to consider and dismiss the incumbent Supervisory Board and elect a new Supervisory Board to replace it.

## **CHAPTER 4. RESPONSIBILITIES OF COMPANY MANAGERS, MEMBERS OF THE SUPERVISORY BOARD AND OTHER EXECUTIVES**

### **Article 51. Honest responsibility and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are not allowed to disclose or use inside information, are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained from their positions for personal self-interest or to serve the interests of other organizations or individuals.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director and management officers are obliged to notify the Chairman of the Board of Directors of all benefits that may conflict with the interests of the Company to which they may be entitled through economic legal entities, other transactions or individuals. The above-mentioned entities may only use such opportunities when the Board Members who have no relevant interests have decided not to pursue this issue.
3. Comply with the law, the company's charter, decisions of the Board of Directors, decisions of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and tasks;
4. To perform the assigned rights and tasks in an honest, prudent and best manner in order to ensure the maximum legitimate interests of the company and its shareholders.
5. Members of the Board of Directors, General Directors and managers who violate their obligations to act honestly and fail to fulfill their obligations with care, diligence and professional capacity will be held responsible for the damages caused by their violations.
6. Members of the Board of Directors, members of the Supervisory Board, the 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 and other companies under the control of more than 50% of the charter capital of the public company with such entities or with related persons of such subjects in accordance with 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 provisions of the securities law on information disclosure.

7. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.
8. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:
  - a) For a transaction with a value of less than 35% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of less than 35% or more of the total asset value of the total asset value recorded in the latest financial statement, important contents of contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Control Board, General Directors and other executives that have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b) For a transaction with a value equal to or greater than 35% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the latest financial statement, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, General Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

#### **Article 52. Contracts and transactions of the Company with related persons**

1. Contracts and transactions between the company and the following entities must be approved by the General Meeting of Shareholders or the Board of Directors:
  - a. Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary shares of the company and their related persons;
  - b. Members of the Board of Directors, the General Director and their related persons;
  - c. Enterprises that are declared by members of the Board of Directors, Controllers, Directors or General Directors and other managers of the company must comply with the provisions of Clause 2, Article 164 of the Law on Enterprises.
2. The Board of Directors approves contracts and transactions with a value of less than 35% of the total value of the enterprise's assets stated in the latest financial statements.



In this case, the representative of the company signing the contract must notify the members of the Board of Directors and the Controller of the relevant subjects for such contract or transaction; at the same time, enclosed with 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 20 days from the date of receipt of the notice; members with related interests do not have the right to vote.

3. The General Meeting of Shareholders approves contracts and transactions other than those specified in Clause 2 of this Article and approves contracts, loans, loans and sale of assets with a value greater than 10% of the total value of assets of the enterprise stated in the latest financial statement between the company and shareholders owning from 51% of the total number of shares with voting rights or related persons of such shareholders. In this case, the representative of the company signing the contract must notify the Board of Directors and the Controller of the relevant subjects for such contract or transaction; at the same time, it is enclosed with a draft contract or notice of the main content of the transaction. The Board of Directors shall submit a draft contract or explain the main contents of the transaction at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, shareholders with related interests do not have voting rights; the contract or transaction is approved when the number of shareholders representing 65% of the total number of votes remaining is in favor.
4. Contracts and transactions are invalidated and handled in accordance with law when signed or performed without approval as prescribed in Clauses 2 and 3 of this Article, causing damage to the company; the contract signatories, shareholders, members of the Board of Directors or the relevant General Director must jointly compensate for arising damages and refund to the company the profits earned from the performance of such contracts or transactions.

## **CHAPTER 5. COORDINATION OF ACTIVITIES AND THE RIGHT TO INVESTIGATE BOOKS**

### **Article 53. Processes and procedures for coordination of activities between the Board of Directors, the Supervisory Board and the Board of Directors**

The Board of Directors shall formulate processes and procedures for coordinating activities between the Board of Directors, the Control Board and the Board of General Directors, including the following main contents:

1. Procedures and order of convening, notification of meeting invitation, recording of minutes, notification of meeting results between the Board of Directors, the Control Board and the Board of General Directors.



2. Notify resolutions and decisions of the Board of Directors to the Board of Directors and the Control Board.
3. Cases in which the General Director and the majority of members of the Control Board propose to convene a meeting of the Board of Directors and matters that need to be consulted by the Board of Directors;
4. Report of the Board of Directors to the Board of Directors on the performance of assigned tasks and powers.
5. Review the implementation of resolutions and other issues of authorization of the Board of Directors to the Board of Directors.
6. Issues that the Board of Directors must report, provide information and how to notify to the Board of Directors and the Control Board.
7. Coordinate control, administration and supervision activities among members of the Board of Directors, members of the Control Board and members of the Board of Directors according to the specific tasks of the above-mentioned members.

**Article 54. Right to investigate books and records**

1. Shareholders or groups of shareholders mentioned in Article 17 of this Charter have the right to directly or through lawyers or authorized persons, send written requests for consideration, search, extract of minutes books, resolutions and decisions of the Board of Directors, and financial statements between the year and annually. reports of the Control Board, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and managers have the right to inspect the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions provided that this information is kept confidential.
3. The Company shall have to keep this Charter and amendments to the Charter, Business Registration Certificates, statutes, documents proving property ownership, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, etc. annual financial statements, accounting books and any other papers as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the place where these papers are stored.
4. This Charter is published on the Company's website.

## **CHAPTER 6. EMPLOYEES AND TRADE UNIONS**

### **Article 55. Workers and trade unions**

The General Director must make a plan for the Board of Directors to approve matters related to the recruitment of employees, layoffs, salaries, social insurance, benefits, rewards and discipline for managers and employees as well as the Company's relationships with trade unions recognized according to standards best management practices, practices and policies, practices and policies specified in the Charter, the Company's regulations and current legal regulations.

## **CHAPTER 7. FISCAL YEAR, ACCOUNTING SYSTEM, AUDIT, REPORTING AND INFORMATION DISCLOSURE**

### **Article 56. Fiscal Year**

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Operating License and ends on December 31 of that year.

### **Article 56a. Bank Account**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company opens accounts.

### **Article 57. Accounting regime**

1. The company uses the Vietnam Accounting System (VAS) or the accounting system approved by the Ministry of Finance, complying with the accounting regimes for securities companies issued by the Ministry of Finance and accompanying guiding documents. The company is subject to the inspection of the State agency on the implementation of the accounting and statistics regime.
2. The company must make accounting books in Vietnamese and archive accounting records and books according to the type of business activities of the company. Accounting records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.
3. The company uses Vietnamese dong as the currency used in accounting. In case the company has economic operations arising mainly in a foreign currency, it may choose

such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

#### **Article 58. Audit**

1. The Annual General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide to select one of these entities to conduct an audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The Company's annual financial statements must be certified by an independent auditing organization lawfully operating in Vietnam and approved by the State Securities Commission. In the same fiscal year, the company is not allowed to change the approved audit organization, unless the parent company changes the approved audit organization or the approved audit organization is suspended or canceled the audit approval status
3. The auditor who performs the audit of the Company will be allowed to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders to which shareholders are entitled to receive and to express their opinions at the general meeting on matters related to the audit of the Company's financial statements. Company.

#### **Article 59. Reporting and information disclosure regime**

1. The company must comply with the regime of periodic and irregular reporting to the State Securities Commission and the Stock Exchange in accordance with the law on securities and securities market, at the request of competent state agencies when necessary. The Company is responsible for the accuracy and truthfulness of the information and data reported.
2. The company implements the regime of information disclosure to the public in accordance with the law.

### **CHAPTER 8. DAUGHTER-IN-LAW**

#### **Article 60. Daughter-in-law**

The Board of Directors shall decide to approve the official seal of the Company and the seal shall be engraved in accordance with the provisions of the Law

The Board of Directors and the General Director may use and manage the seal in accordance with the provisions of law

## **CHAPTER 9. PRINCIPLES OF PROFIT SHARING, LOSS HANDLING AND SETTING UP OF FUNDS**

### **Article 61. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of annual dividend payment from the retained profits of the Company.
2. The company does not pay interest on dividend payments or payments related to a class of stock.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of dividends in whole or in part by shares, and the Board of Directors is the body that implements this decision.
4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The dividend payment for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors adopts a resolution or decision to determine a specific date to close the list of shareholders. Pursuant to that date, persons who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution shall comply with the provisions of law.
7. The company is only allowed to distribute profits to shareholders when the company is profitable, has fulfilled other financial obligations as prescribed by law; at the same time, it still ensures full payment of debts and other property obligations due after profit distribution.

### **Article 62. Handling losses in business**

The previous year's loss will be processed in the following year when the Company makes a profit in the following year.

### **Article 63. Setting up funds as prescribed**

1. Annually, based on business efficiency, actual operation and legal regulations, the Company may consider deducting from after-tax profits to set up the following funds:
  - a. The reserve fund shall supplement the charter capital by 5% of the net profit until it is equal to 10% of the charter capital;
  - b. Financial reserve fund and professional risk equal to 5% of net profit until equal to 10% of charter capital;
  - c. Reward and welfare fund;
  - d. Other funds as prescribed by law.
2. The management and use of funds shall comply with the provisions of law.

## **CHAPTER 10. REORGANIZATION OF THE COMPANY, TERMINATION OF OPERATIONS AND LIQUIDATION**

### **Article 64. Company reorganization**

1. The company has the right to reorganize the company according to the decision of the General Assembly.
2. The company shall divide, split, consolidate, merge or transform the form of company ownership after obtaining the written approval of the State Securities Commission.
3. The order and procedures for division, separation, consolidation, merger and transformation of the form of company ownership shall comply with the provisions of the Law on Enterprises and the Law on Securities.

### **Article 65. Termination**

1. The company may be dissolved or terminated in the following cases:
  - a. At the end of the Company's operation term, including after the extension has been extended;
  - b. The Court declares the Company bankrupt in accordance with current law;
  - c. Dissolve ahead of time according to the decision of the General Meeting of Shareholders.
  - d. The company has its establishment and operation license revoked by the competent authority.
  - e. Other cases prescribed by law.

2. The dissolution of the Company ahead of time (including the extended term) shall be decided by the General Meeting of Shareholders. This dissolution decision must be approved in writing by the State Securities Commission.

#### **Article 66. Liquidation**

1. At least six months before the end of the Company's operation term or after a decision on dissolution of the Company is issued, the Board of Directors must establish a Liquidation Board to settle the company's assets at the time of dissolution. The liquidation board will prepare its operating regulations.
2. Members of the Liquidation Board consist of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. Members of the Liquidation Board can be selected from among the Company's employees or independent specialists. All costs related to liquidation are prioritized by the Company to pay in advance of other debts of the Company.
3. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
4. The proceeds from the liquidation will be paid in the following order:
  - a. Liquidation costs;
  - b. Salaries and insurance costs for employees;
  - c. Taxes and taxable payments payable by the Company to the State;
  - d. Loans (if any);
  - e. Other debts of the Company;
  - f. The remaining balance after payment of all debts from items (a) to (e) above shall be distributed to shareholders. Preferred shares will be prioritized for payment in advance.

#### **Article 67. Bankruptcy**

The bankruptcy of a company shall comply with the provisions of the law on bankruptcy for enterprises operating in the field of finance and banking

### **CHAPTER 11. INTERNAL DISPUTE RESOLUTION**

#### **Article 68. Internal dispute resolution**

1. In case a dispute or complaint arises related to the Company's operations or to the rights of shareholders arising from the Charter or from any rights or obligations stipulated by the Law on Enterprises or other laws or administrative regulations, between:
  - a) Shareholders with the Company; or
  - b) Shareholders with the Board of Directors, the Supervisory Board, the CEO or senior managers.

The parties involved will try to resolve that dispute through negotiation and mediation. Except for disputes related to 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 10 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, either party may request or appoint an independent expert to mediate the dispute resolution process

2. In the event that a conciliation decision is not reached within six weeks (or such other time as may be determined by the company) from the commencement of the conciliation process or if the decision of the mediator is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Economic Court.
3. The parties will bear their own costs related to the negotiation and mediation procedures. The costs of the Court shall be borne by the Court which party shall adjudicate.

#### **Article 69. In case of stalemate between members of the Board of Directors and shareholders**

Unless otherwise provided in this Charter, shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors shall have the right to file a complaint with the court requesting dissolution on one or more of the following grounds:

1. The members of the Board of Directors do not agree in managing the Company's affairs, leading to the situation of not achieving the required number of votes as prescribed for the Board of Directors to operate.
2. The shareholders are not unanimous, so they cannot reach the required number of votes as prescribed to elect members of the Board of Directors.
3. There are internal disagreements and two or more shareholder factions are divided, making the dissolution will be the most beneficial option for all shareholders.

#### **CHAPTER 12. SUPPLEMENTATION, AMENDMENT OF CHARTER AND EFFECTIVE DATE**

## **Article 70. Supplementing and amending the Charter**

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operation which 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, the provisions of such law shall naturally apply and govern the Company's operation.

## **Article 71. Effective Date**

1. This Charter consists of Chapter XII Chapter 71, which was unanimously approved by the General Meeting of Shareholders of Stanley Brothers Securities Incorporation on March 24, 2025 and jointly approved the full text of this Charter.
2. The Charter shall be made in 02 copies, of equal value and archived at the Company's Office as prescribed;
3. This Charter is sole and official of the Company.
4. Copies or extracts of the Company's Charter must be signed by the Company's Legal Representative or the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be valid.

**LEGAL REPRESENTATIVE**

*(Signed)*

**General Director**

**Nguyen Quang Anh**