

**CÔNG BỐ THÔNG TIN ĐỊNH KỲ**  
***PERIODIC INFORMATION DISCLOSURE***

**Kính gửi/To: - Ủy Ban Chứng khoán Nhà nước**

**- *State Securities Commission of Vietnam***

**- Sở Giao dịch Chứng khoán Việt Nam/Sở Giao dịch Chứng  
khoán TP HCM/Sở Giao dịch Chứng khoán Hà Nội**

**- *Vietnam Exchange/Ho Chi Minh Stock Exchange/Hanoi  
Stock Exchange***

**1. Tên tổ chức/Name of organization:** Công ty Cổ phần Chứng khoán BIDV/*BIDV Securities  
Joint Stock Company*

**Mã chứng khoán/Mã thành viên/Stock code/Broker code:** BSI/002

**Địa chỉ/Address:** Tầng 8, Tầng 9 Tòa nhà ThaiHoldings, 210 Trần Quang Khải, Trảng Tiễn, Hoàn  
Kiếm, Hà Nội/*Floor 8, 9 ThaiHoldings Building, 210 Tran Quang Khai, Trang Tien, Hoan Kiem,  
Hanoi.*

**Điện thoại/Tel:** 024.39352722

**Fax:** 024.33816699

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

Biên bản họp, Nghị quyết và các tài liệu kèm theo của Đại hội đồng cổ đông thường niên năm  
2025 của Công ty Cổ phần Chứng khoán BIDV

*The meeting minute, resolution and attached documents of the General Meeting of Shareholders  
in 2025 of BIDV Securities Joint Stock Company.*

3. Thông tin này đã được công bố trên **trang thông tin điện tử của công ty** vào ngày *18/4/2025* tại đường dẫn: <https://www.bsc.com.vn/quan-he-co-dong>

*This information was published on the company's website on April 18, 2025, as in the link: <https://www.bsc.com.vn/quan-he-co-dong>*

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

**Tài liệu đính kèm/Attached documents:**

- Văn bản liên quan đến nội dung công bố thông tin/*Document related to the content of disclosure*

**TỔNG GIÁM ĐỐC**

**GENERAL DIRECTOR**



**NGUYỄN DUY VIÊN**



**BIDV SECURITIES JOINT  
STOCK COMPANY**

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



No. 01/BB-DHDCD

Hanoi, April 18th, 2025

**MINUTES OF MEETING**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**BIDV SECURITIES JOINT STOCK COMPANY**

Today, at 08:30 A.M., April 18, 2025 at BIDV Institute of Training and Research, 773 Hong Ha, Chuong Duong Do Ward, Hoan Kiem District, Hanoi, BIDV Securities Joint Stock Company (Head Office address: 8th Floor, 9th Floor, ThaiHoldings Tower, No. 210 Tran Quang Khai, Trang Tien Ward, Hoan Kiem District, Hanoi; Enterprise code: 0101003060, registered for the 28th time on on August 28th, 2024) held the 2025 Annual General Meeting of Shareholders ("General Meeting"/"AGM").

**A. MEETING AGENDA**

1. Present the contents of reports and proposals on issues under the competence of the General Meeting of Shareholders according to the meeting invitation notification sent to shareholders, specifically:

- a) Report of the Board of Directors ("BOD") on Summary of the Board of Directors' activities in 2024 and orientation for 2025;
- b) Report of the Independent member of Board of Directors on the activities of the Board of Directors in 2024;
- c) Report of the Board of Supervisors ("BOS") on the 2024 operating results and 2025 operational orientation;
- d) Report of the Board of Management on the Business results in 2024 and Business plan in 2025;
- e) Proposal to the General Meeting of Shareholders for approval of the 2025 Business Plan;
- f) Proposal to the General Meeting of Shareholders for approval of the audited financial statements 2024, Profit distribution plan in 2024 and profit distribution plan in 2025;
- g) Proposal to the General Meeting of Shareholders for approval of the plan to issue shares to pay dividends and increase the charter capital of BSC;
- h) Proposal to the General Meeting of Shareholders Report on the Remuneration of the Board of Directors, Board of Supervisors in 2024 and Proposal for Remuneration of the Board of Directors and Board of Supervisors in 2025;
- i) Proposal to the General Meeting of Shareholders re: Amendment of Charter and documents on Administration of the Company;



j) Proposal to the General Meeting of Shareholders re: Amendment of the Regulation on operation of the Board of Supervisors;

k) Proposal to the General Meeting of Shareholders re: Dismissal and Election of replacement of participating personnel Board of Supervisors for the term 2021 - 2026.

2. Discuss the contents presented in Section 1 and approve the Proposal on Dismissal and Election of replacement of participating personnel Board of Supervisors for the term 2021 – 2026 and conduct the election of replacement members of the Board of Supervisors (term 2021-2026).

3. Approve the remaining proposals in Section 1 and announcement of the results of the election of replacement members of the Board of Supervisors (term 2021-2026).

4. Approve the Meeting minutes, the Resolution of the General Meeting of Shareholders and the end of the General Meeting.

## **B. MEETING PROGRESS**

### **I. Report on the results of the shareholder qualification result and declare the meeting eligible to conduct**

The General Meeting listened to Ms. Le Thi Phuong Hoa – on behalf of the Shareholders' Eligibility Verification Committee to announce the Record of Shareholders' Eligibility Verification attending the Meeting made at 08:30 on April 18, 2025:

1. Total number of shareholders of the Company: 6,565 shareholders.

2. Total outstanding voting shares of the Company: 223,060,701 shares.

3. Total number of shareholders invited to attend the meeting: 6,565 shareholders, representing 223,060,701 shares (equivalent to 100% of the number of voting shares).

4. Total number of eligible shareholders attending the Meeting (including shareholders attending directly and shareholders authorizing others to attend): 15 shareholders, owning and representing 195,551,494 voting shares, accounting for 87.67% of the total number of voting shares of the Company.

Pursuant to the Enterprise Law and the Company's Charter, the 2025 Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company ("Company"/"BSC") is legal, valid and eligible to be conducted.

## **II. Summary of the General Meeting**

### **1. The Chairman, Presidium, Secretariat and Vote Counting Committee**

According to the Enterprise Law, the Chairman of the Board of Directors chairs the General Meeting of Shareholders convened by the Board of Directors. The AGM approved the list of members of the Presidium, Secretariat and Vote Counting Committee as follows:

#### **1.1. Presidium:**

a) Mr. Ngo Van Dzung – Chairman of the Board of Directors: Chairman

b) Mr. Nguyen Duy Vien - Member of the Board of Directors cum General Director of the Company: Member



c) Mr. Chung Jae Hoon – Vice Chairman of the Board of Directors cum Deputy General Director of the Company: Member

Voting results:

+ Number of shares voting in “Approval”: 195,551,494 shares, equivalent to 100%;

+ Number of shares voting in “Disapproval”: 0 share, equivalent to 0%;

+ Number of shares voting in “No opinion”: 0 share, equivalent to 0%.

*Result: The AGM approved the Presidium as above.*

### **1.2. Secretariat:**

a) Mr. Do Van Son – Company Secretary

b) Ms. Nguyen Vu Van Anh – Legal Department Specialist

Voting results:

+ Number of shares voting in “Approval”: 195,551,494 shares, equivalent to 100%;

+ Number of shares voting in “Disapproval”: 0 share, equivalent to 0%;

+ Number of shares voting in “No opinion”: 0 share, equivalent to 0%.

*Result: The AGM approved the Secretariat as above.*

### **1.3. Vote Counting Committee:**

a) Ms. Bui Thi Hong Nhung – Head of the Internal Audit Committee – Head of the Committee

b) Mr. Dao Hai Anh – Senior specialist of HR&Administration Department – Member

c) Mr. Hoang Le Son – Specialist of the BODs' Office – Member

Voting results:

+ Number of shares voting in “Approval”: 195,551,494 shares, equivalent to 100%;

+ Number of shares voting in “Disapproval”: 0 share, equivalent to 0%;

+ Number of shares voting in “No opinion”: 0 share, equivalent to 0%.

*Result: The AGM approved the Vote Counting Committee as above.*

## **2. Contents of the Meeting**

### **2.1. Approval of the Meeting agenda and the Regulation on organization of the Meeting**

Mr. Nguyen Duy Vien – On behalf of the Presidium, introduced the program of the Meeting and the Regulation on organization of the Meeting.

Comments: No other comments.

Voting results:

+ Number of shares voting in “Approval”: 195,551,494 shares, equivalent to 100%;

+ Number of shares voting in “Disapproval”: 0 share, equivalent to 0%;

+ Number of shares voting in “No opinion”: 0 share, equivalent to 0%.

*Result: The AGM approved the Meeting agenda and the Regulation on Organization of*

*the Meeting.*

## **2.2. Presentation of Proposals/Reports:**

- a) Mr. Ngo Van Dzung – Chairman of the Board of Directors presented the Report of the Board of Directors on Summary of the Board of Directors' activities in 2024 and orientation for 2025 and the Evaluation report of the Independent member of Board of Directors on the activities of the Board of Directors in 2024.
- b) Ms. Pham Thanh Thuy – Head of the Board of Supervisors presented the Report of the Board of Supervisors ("BOS") on the 2024 operating results and 2025 operational orientation.
- c) Mr. Nguyen Duy Vien – Member of the Board of Directors cum General Director of the Company presented the Report of the Board of Management on the Business results in 2024 and Business plan in 2025.
- d) Mr. Nguyen Duy Vien – Member of the Board of Directors cum General Director of the Company presented the Proposal to the General Meeting of Shareholders for approval of the 2025 Business Plan.
- e) Mr. Le Quang Huy – Deputy General Director of the Company presented the Proposal to the General Meeting of Shareholders for approval of the audited financial statements 2024, Profit distribution plan in 2024 and profit distribution plan in 2025.
- f) Mr. Pham Xuan Anh – Deputy General Director of the Company presented the Proposal to the General Meeting of Shareholders for approval of the plan to issue shares to pay dividends and increase the charter capital of BSC.
- g) Ms. Ngo Thi Phong Lan – Deputy General Director of the Company cum Director of Ho Chi Minh City Branch presented the Proposal to the General Meeting of Shareholders re: Amendment of Charter and documents on Administration of the Company.
- h) Ms. Hoang Thi Minh Ngoc – Member of the Board of Directors presented the Proposal to the General Meeting of Shareholders Report on the Remuneration of the Board of Directors, Board of Supervisors in 2024 and Proposal for Remuneration of the Board of Directors and Board of Supervisors in 2025.
- i) Ms. Hoang Thi Minh Ngoc – Member of the Board of Directors presented the Proposal to the General Meeting of Shareholders re: Dismissal and Election of replacement of participating personnel Board of Supervisors for the term 2021 - 2026.
- j) Ms. Pham Thanh Thuy – Head of the Board of Supervisors presented the Proposal to the General Meeting of Shareholders re: Amendment of the Regulation on operation of the Board of Supervisors.

**2.3. Discuss the contents in Section 2.2; vote to approve the Proposal on the dismissal and election of replacement of Members of the Board of Supervisors for the term 2021-2026; conduct the election of replacement members of the Board of Supervisors for the term 2021-2026**



**2.3.1. Discusses the contents in Section 2.2. (Details in the Appendix attached to this Minutes)**

**2.3.2. Approval of the Proposal on the dismissal and Election of replacement of participating personnel Board of Supervisors for the term 2021 - 2026**

a) Dismissal of Ms. Kang Hee Joung from the position of Member of the Board of Supervisors for the term 2021-2026.

b) Elect to replace 01 Member of the Board of Supervisors for the term 2021-2026.

Voting results:

+ Number of shares voting in "Approval": 195,551,494 shares, equivalent to 99.25%;

+ Number of shares voting in "Disapproval": 1,485,000 share, equivalent to 0.75%;

+ Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above Proposal.*

**2.3.3. Election to replace members of the Board of Supervisors for the term 2021-2026.**

a) Approval of the Regulation on the Election of Replacement of Members of the Board of Supervisors ("Election Regulation"):

Voting results:

+ Number of shares voting in "Approval": 195,551,494 shares, equivalent to 100%;

+ Number of shares voting in "Disapproval": 0 share, equivalent to 0%;

+ Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the Election Regulation.*

b) Information about the results of nomination and candidacy: Mr. Cho Sung Jae is the only candidate nominated for replacement election to the Board of Supervisors for the term 2021-2026 of BSC (nominated by major shareholder Hana Securities).

c) The General Meeting elect replacement members of the Board of Supervisors for the term 2021-2026 according to the approved Election Regulation and the results are announced in Section 2.5 of this Minutes.

**2.4. Approval of the remaining Reports and Proposals (excluding the Proposal in Section 2.3.2 of this Minutes):**

**2.4.1. Approval of the Report of the Board of Directors on Summary of the Board of Directors' activities in 2024 and orientation for 2025, the Report of the Independent member of Board of Directors on the activities of the Board of Directors in 2024:**

Voting results:

+ Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;

+ Number of shares voting in "Disapproval": 0 share, equivalent to 0%;

+ Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above Reports.*



**2.4.2. Approval of the Report of the Board of Supervisors on the 2024 operating results and 2025 operational orientation:**

Voting results:

- + Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above Report.*

**2.4.3. Approval of the Report of the Board of Management on the Business results in 2024 and Business plan in 2025:**

Voting results:

- + Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above Report.*

**2.4.4. Approval of the 2025 Business Plan:**

No	Quota	Units	2025 Plan
1	Profit before tax	Billion VND	560
2	Capital Adequacy Ratio	%	≥260

The General Meeting of Shareholders authorizes the Board of Directors to proactively review, evaluate and adjust the 2025 business plan in accordance with market conditions (growth rate and/or market liquidity scale, etc.) if deemed necessary and disclose information in accordance with law.

Voting results:

- + Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the Business Plan 2025 mentioned above.*

**2.4.5. Approval of the 2024 Audited Financial Statements, the 2024 profit distribution plan, and the 2025 profit distribution plan:**

a) Approval of the Audited 2024 Financial Statements:

In particular, some key contents are as follows:

*Unit: VND*

No	Contents in financial statements in 2024	Amount
1	Total assets	10,315,055,682,765
2	Equity	5,061,881,530,671

No	Contents in financial statements in 2024	Amount
	<i>In which: Charter capital</i>	2,230,607,010,000
3	Profit before tax	515,685,500,462
4	Profit after tax	413,071,438,156

b) Approval of the profit distribution plan for 2024:

Unit: VND

No	Contents	Formulas/notes	2024 profits distribution
I	2024 profit		413,071,438,156
II	Remaining profits in previous years		366,090,851,498
III	Undistributed after-tax profit	$(III) = (I) + (II)$	779,162,289,654
IV	Remuneration of the part-time Board of Directors, part-time Board of Supervisors		257,350,000
V	Profit distribution plan		
1	Profits used for distribution	$(1) = III - IV$	778,904,939,654
2	Appropriation of funds	$(2) = (2.1)$	31,800,000,000
2.1	Welfare Reward Fund	$(2.1)$	31,800,000,000
2.2	Appropriation ratio (comparison to Undistributed after-tax profit)	$(2.2) = (2.1)/(III)$	4.08%
3	Undistributed after-tax profit after appropriation and remuneration	$(3) = (1) - (2)$	747,104,939,654
4	Dividend payouts (*)	$(4) = (4.1) \times (4.2)$	223,060,701,000
4.1	Charter capital as at 31/12/2024		2,230,607,010,000
4.2	Dividend payout ratio (in shares)		10%
VI	Total remaining profit	$(VI) = (3) - (4)$	524.044.238.654

**Note:** - As of December 31, 2024, BSC's estimated tax liability as well as tax interest have not been finalized by local tax authorities. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.

- (\*): This metric may be updated according to the number of BSI shares outstanding at the closing date of the dividend payment and the handling of odd shares.



The General Meeting of Shareholders authorize the Board of Directors based on the actual situation to decide the appropriate time to pay dividends for the fiscal year 2024 and ensuring compliance with current regulations of law, Company's Charter and approval of competent State agencies.

c) Approval of the 2025 Profit Distribution Plan:

- **Payout ratio:** Expected 10%/par value of shares.

- **Form of payment:** By cash and/or by shares. The General Meeting of Shareholders authorizes the Board of Directors to decide on payment method in accordance with the actual business results, ensuring the requirements of the Company's business activities and the interests of shareholders.

- **Implementation time:** The General Meeting of Shareholders authorize the Board of Directors basing on the actual situation to choose the appropriate time to pay dividends in 2025, the Board of Directors can decide to advance dividends in appropriate installments.

Voting results:

+ Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;

+ Number of shares voting in "Disapproval": 0 share, equivalent to 0%;

+ Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above content.*

#### **2.4.6. Approval of the Proposal on the plan to issue shares to pay dividends and increase the charter capital of BSC:**

a) Plan to issue shares to pay dividends and increase BSC's charter capital

Issuing entity	:	BIDV Securities Joint Stock Company (BSC)
Stock name	:	Share of BIDV Securities Joint Stock Company
Stock type	:	Common share
Par value shares	:	10,000 VND/share
Current charter capital	:	VND 2,230,607,010,000
Number of shares issued	:	223,060,701 shares
Number of outstanding shares	:	223,060,701 shares
Number of shares expected to be issued to pay dividend	:	22,306,070 share (*) (equivalent to 10% of outstanding shares). Rights exercise rate: 10%.
Total value of shares expected to be issued at par value	:	VND 223,060,700,000 (*) (In words: Two hundred twenty-three billion, sixty million, seven hundred thousand VND)



Expected charter capital after issuance	:	VND 2,453,667,710,000 (*)
Purpose of issuance	:	Increasing charter capital for the Company's business development needs
Funding source for implementation	:	From retained earnings as stated in the Company Audited Financial Statements in 2024
Subject receiving shares	:	Existing shareholders of the Company are on the list of shareholders compiled by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares.
Rights exercise rate	:	10:1 (on the final date of registration to finalize the list of shareholders exercising rights, shareholders owning 10 share will receive 1 newly issued share according to the method of issuing shares to pay dividends)
Principles for rounding and handling fractional shares	:	The number of additional shares issued will be rounded down to the unit, the decimal fraction (if any) will be canceled.  <i>For example: Shareholder A owns 111 shares on the last registration date to finalize the list of shareholders exercising rights. With the exercise ratio of 10:1, shareholder A will receive <math>111/10 \times 1 = 11.1</math> shares. According to the rounding principle mentioned above, shareholder A will receive 11 new shares by issuing shares to pay dividends. The odd number of shares of 0.1 shares will be cancelled.</i>
Expected time of issuance	:	Expected in 2025
Register and list additional shares to be issued	:	All additional shares issued will be registered as additional securities with the Vietnam Securities Depository and Clearing Corporation and registered for additional listing with the Ho Chi Minh City Stock Exchange after the end of the issuance in accordance with regulations.

**(\*) Note:** The actual number of shares issued and BSC's charter capital after issuance may change due to the handling of fractional shares and depends on the actual number of outstanding shares of the Company at the final date of registration.

**b) Implementation:**

- The General Meeting of Shareholders assigns/authorizes the Board of Directors of the Company to perform, including but not limited to, the following tasks:
  - + Decide on the detailed contents of the Share Issuance Plan to pay dividend and choose an issuance time appropriate to the actual situation;
  - + Decide on amendments, adjustments, and detailed explanations of the content of the Stock Issuance Plan at the request of the competent state agency (if necessary);

+ Decide and carry out necessary tasks and procedures during the share issuance process, including: (i) amending/supplementing the Company's operating license at the State Securities Commission; (ii) register to change the Company's Business Registration Certificate; (iii) register additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; (iv) register for additional listing of the Company's shares at the Ho Chi Minh City Stock Exchange ; (v) change the Charter Capital, amend/add provisions regulating the Charter Capital level and other relevant provisions in the Company's Charter in accordance with the new Charter Capital level after the issuance; and (vi) other procedures according to current legal regulations;

+ Decide and carry out all other necessary procedures at the request of the competent state agency to complete the issuance of shares to pay dividends according to the approved plan in accordance with the law and the Company's Charter.

- Within the scope of the above authorization, the Board of Directors can delegate authority to the Chairman of the Board of Directors or the General Director Company to perform one or more of the above mentioned tasks.

Voting results:

+ Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;

+ Number of shares voting in "Disapproval": 0 share, equivalent to 0%;

+ Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above content.*

#### **2.4.7. Approval of the Report on the remuneration of the Board of Directors, Board of Supervisors in 2024 and Proposal for remuneration of the Board of Directors and Board of Supervisors in 2025:**

a) Approval of the Report on the remuneration of the Board of Directors, Board of Supervisors in 2024:

- For full-time members of the Board of Directors: 2.987 billion VND. Of which:

+ Mr. Chung Jae Hoon - Vice Chairman of the Board of Directors: VND 2.563 billion (including KPI bonus, excluding contractor tax);

+ Ms Nguyen Thanh Huyen - Member of the Board of Directors: VND 0.424 billion (*Ms. Huyen was dismissed from the position of Member of the Board of Directors from April 23, 2024*);

+ Member of the Board of Directors cum General Director receives salary according to the Income Payment Regulations and is announced in the Company's Audited Financial Statement.

- For members of the Board of Directors and members of the Board of Supervisors working under the part-time regime: 257,350,000 VND. Specifically:



No	Name	Position	Remuneration (VND)	Note
1	Mr. Ngo Van Dung	Chairman of BOD	120,000,000	
2	Mr. Lim, Do Kyoong	Independent Member of BOD	0	Refuse to receive remuneration
3	Ms. Hoang Thi Minh Ngoc	Member of BOD	41,350,000	From April 23 – December 31, 2024
4	Ms. Pham Thanh Thuy	Head of BOS	60,000,000	
5	Ms. Vu Minh Chau	Member of BOS	36,000,000	
6	Ms. Kang, Hee Joung	Member of BOS	0	Refuse to receive remuneration
<b>Total</b>			<b>257,350,000</b>	

b) Approval of the estimate of remuneration of the Board of Directors and the Board of Supervisors in 2025:

- For Vice Chairman of the Board of Directors cum Deputy General Director:

- + The minimum level includes the position salary, regardless of the Company's business results and the employee's task completion results (KPI): VND 1.786 billion (*temporarily converted at the exchange rate of VND 25,670/USD*);

- + The maximum level (depends on the Company's business results and the employee's KPI): VND 2.967 billion (*assuming that both the Company and the employee complete 100% of the KPI*). The actual level is based on the Company's KPI results and the employee's personal KPI but is guaranteed not to exceed VND 2.967 billion (*temporarily converted at the exchange rate of VND 25,670/USD*).

*\* Note: The above remuneration does not include Contractor tax and the difference due to changes in the VND/USD exchange rate (if any).*

- For Board of Directors member cum General Director: Work under the full-time regime and receive salary according to BSC's Income Payment Regulations

- For members of the Board of Directors and members of the Board of Supervisors working under the part-time regime:

- Chairman of the Board of Directors: 10,000,000 VND/month;
- Board Member: 5,000,000 VND/month;
- Head of the Board of Supervisors: 5,000,000 VND/month;
- Member of the Board of Supervisors: 3,000,000 VND/month.

*\* Note: Members of the Board of Directors and the Board of Supervisors working under the part-time regime nominated by HSC refuse to receive remuneration.*



- Bonuses (if any) are formed from after-tax profits (Welfare reward fund), and allowances for participation in meetings... are implemented in accordance with BSC's internal regulations.

Voting results:

- + Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above content.*

#### **2.4.8. Approval of the Proposal on the amendment of Charter and documents on Administration of the Company:**

a) Approval of the amendment and supplementation of the Charter:

- Update the new commercial name of the building where BSC's headquarters is located: 8th Floor, 9th Floor LPB Tower, No. 210 Tran Quang Khai, Trang Tien Ward, Hoan Kiem District, Hanoi City.

*(New information about the Company's head office address is only updated in the Charter and other documents of the Company (if any) after the license is adjusted by the State Securities Commission).*

The General Meeting of Shareholders assigns/authorizes the Board of Directors (and allows the Board of Directors to re-authorize the General Director) to implement the following contents:

- + Complete necessary legal procedures related to updating the address of the head office at competent state agencies and disclose information in accordance with the law;

- + Update new information about the address of the Company's head office in the Company's Charter and other documents of the Company (if necessary) after the license is adjusted by the State Securities Commission.

- + In case (i) the building where BSC is headquartered continues to change its commercial name; or (ii) there is an adjustment of the boundaries and arrangement, renaming of administrative units in Hanoi City according to the decision of a competent authority, leading to an adjustment of the information on the address of the Company's headquarters: Approve the Board of Directors to continue to carry out the above work to change the information on the address of BSC's headquarters accordingly.

- Other amendments and supplements are updated in the attached draft Charter.

b) Approval of the amendments and supplements to the Internal Regulation on Company Administration and the Regulations on the Operation of the BODs of BIDV Securities Joint Stock Company.

c) Assign the authorized person to sign and issue the Charter, Internal regulations on Company Administration, and Regulation on operation of the Board of Directors according to the amendments approved by the General Meeting of Shareholders.

d) Authorize the Board of Directors to decide on necessary adjustments to the above documents, including non-material amendments, amendments to update information, and adjustments that must be made in accordance with the provisions of law or upon request of competent authorities, ensuring compliance with the provisions of law.

Voting results:

- + Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above content.*

#### **2.4.9. Approving the Proposal on the the amendment and supplementation of the Regulation on operation of the Board of Supervisors:**

a) Approval of the amendment and supplementation of the Regulation on operation of the Board of Supervisors of BIDV Securities Joint Stock Company.

b) Assign the authorized person to sign and issue the Regulation on operation of the Board of Supervisors approved by the General Meeting of Shareholders.

Voting results:

- + Number of shares voting in "Approval": 197,036,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the above content.*

#### **2.5. Results of the election of replacement member of the Board of Supervisors for the term 2021-2026:**

**Members of the Board of Supervisors for the term 2021-2026 are elected for replacement:**

Mr. Cho Sung Jae was elected as a member of the Board of Supervisors for the term 2021-2026 of the Company with a total number of elected shares of 194,083,746 shares, equivalent to 99.24% of valid votes.

### **III. Approval of the Minutes and Resolutions of the Meeting and End of the Meeting**

#### **1. Approval of the Minutes and Resolutions of the Meeting**

Mr. Do Van Son – on behalf of the Secretariat, read the draft Minutes and Resolution of the Meeting.

Voting results:

- + Number of shares voting in "Approval": 195,551,494 shares, equivalent to 100%;
- + Number of shares voting in "Disapproval": 0 share, equivalent to 0%;
- + Number of shares voting in "No opinion": 0 share, equivalent to 0%.

*Result: The AGM approved the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders of the Company.*



## **2. End of the Meeting**

The General Meeting end at 11:30 a.m. on April 18, 2025.

This Minutes is made in 02 originals with the same legal validity at 11: 30 a.m. on April 18, 2025, right after the 2025 Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company ends.

This minutes was read in front of the General Meeting and approved by the number of shareholders representing 100% of the voting shares present at the meeting./.

### **ON BEHALF OF PRESIDIUM**

**CHAIRMAN** 



**Ngo Van Dzung**

### **SECRETARIAT OF THE GENERAL MEETING**



**Do Van Son**



**Nguyen Vu Van Anh**



## **APPENDIX: DISCUSSION CONTENTS**

### **AT THE 2025 BSC ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*(Attached to the Minutes of the General Meeting of Shareholders No. 01/BB-DHDCD dated April 18, 2025 of BIDV Securities Joint Stock Company)*

**Question 1: What is the Company's view on the new US tariff policy and its impact on the Vietnamese economy in general and the Vietnamese stock market in particular? Specifically, how does this policy affect BSC's operations and how will the Company respond?**

***Answer of the Presidium:***

The US President's new tariff policy could have significant impacts on Vietnam's economy, as approximately 30% of Vietnam's export turnover is currently directed toward the US market. Sectors that are expected to be directly affected include export-oriented industries such as textiles, wooden furniture, and logistics. In addition to direct impacts, there are also less quantifiable indirect effects, such as risks related to labor, employment, domestic consumption, and exchange rates. These factors may lead to the diversion of FDI flows away from Vietnam.

In fact, following the announcement of the US tariff policy, the VN-Index saw a sharp decline before partially recovering. Moving forward, the market is expected to remain volatile unless positive negotiation outcomes with the US are achieved.

Despite the risks and challenges, there are still strong supporting factors for the market. One of the bright spots is the anticipation of a market upgrade in the third quarter of this year. The new KRX trading system, expected to go live on May 5th, will further promote a more transparent and modern market operation.

***Regarding specific actions, BSC has been implementing a number of solutions as follows:***

Allocating more resources to analyze the impact of the tax policy on each industry and individual business. Based on this analysis, BSC will provide specific evaluations to help its advisory team assist clients in restructuring their portfolios and selecting less affected companies to enhance portfolio efficiency and retain clients effectively.

Optimizing proprietary trading: As this segment currently accounts for about 30% of BSC's income, the Company is placing strong emphasis on analyzing the policy's impact on stock prices scientifically, thereby enabling proactive portfolio adjustments to minimize risks and optimize returns.

Strengthening internal management: BSC is placing great importance on enhancing internal governance, strictly controlling risks, and ensuring efficient operations amid global economic fluctuations. Flexibility and responsiveness to market changes will allow BSC to maintain stability and continue sustainable growth.



**Question 2: What major changes does the Company anticipate in the stock market when Vietnam's stock market is upgraded? How is BSC preparing for these changes?**

*Answer of the Presidium:*

The upgrade of Vietnam's stock market is expected to bring significant positive changes. Firstly, it will attract large international capital inflows, providing strong growth opportunities for the market. Secondly, the upgrade will drive the adoption of advanced IT infrastructure aligned with international standards, creating a foundation for the development of new products such as short selling, day trading, selling stocks pending settlement, and equity options. These will diversify the product offerings and increase market liquidity and trading volumes. Thirdly, market structure will be improved through greater participation by international institutional investors, pushing the market toward a more professional and sustainable direction. Finally, the upgrade will enhance capital access from global sources, creating opportunities for partnerships and M&A, thereby improving corporate governance and competitiveness.

On the BSC side, we have also prepared thoroughly to meet new opportunities when the Vietnamese stock market is upgraded. In terms of products, BSC is preparing a modern technology platform to diversify financial products, while developing derivative products, new structured products and products/services specifically for foreign investors, in parallel with the development of the market. In terms of technology, BSC has invested in a new system that is capable of handling many times more trading volume than before and has unlimited scalability, ready to meet the requirements when the Vietnamese stock market is upgraded. In terms of human resources, BSC implements attractive remuneration policies to retain and attract high-quality personnel, while continuously improving the professional qualifications of the staff.

**Question 3: What is BSC's proprietary trading strategy moving forward? Will the Company continue to invest in bonds, considering this portfolio has grown significantly since the beginning of the year? How will BSC optimize revenue and profits in the current environment?**

*Answer of the Presidium:*

Currently, BSC's bond investment portfolio accounts for about 60–70% of its equity, with approximately 90% comprising bonds issued by leading financial institutions—highly liquid and low-risk assets. We are confident in the quality and safety of this portfolio.

Alongside bank bonds, BSC is also investing in bonds of top listed companies in the stock market.

Regarding the strategy to optimize revenue and profits, we prioritize risk management, especially in a market environment with many complex factors. Although top-tier corporate bonds typically yield lower returns than those from lower-rated issuers (C, D), BSC is willing to accept lower yields in exchange for greater safety and stability. Our investment strategy will continue focusing on bonds issued by major commercial banks and companies rated in the A-tier group.



**Question 4:** How has the strategic shareholder Hana Securities supported BSC? What is the current status of the Company's technology implementation and what notable results have been achieved?

***Answer of the Presidium:***

Securities firms are now aggressively investing in technology to enhance competitiveness and service quality. BSC is no exception, leveraging its advantages and receiving strong support from its two major shareholders—BIDV and HSC—to accelerate digital transformation.

As a strategic shareholder, HSC has provided significant support in the IT field, including assessment of BSC's infrastructure, promoting digital transformation, transferring robotic process automation (RPA) technologies, and advising on UI/UX design for BSC's brokerage products. HSC has also seconded personnel to participate directly in the management and operations of the Company, particularly in digital transformation and strategy development for business expansion.

Last year, BSC sent two working delegations to HSC's headquarters in Korea for training and in-depth knowledge exchange on products and processes, with enthusiastic support from HSC.

Meanwhile, BSC is also working with BIDV to integrate securities trading features into the SmartBanking app, with technical support from HSC's tech team. This feature is expected to launch later this year.

**Question 5:** Please update on the collaboration between BSC and Rothschild. What are the future cooperation plans?

***Answer of the Presidium:***

BSC is currently partnering with Edmond de Rothschild (EDRS) from Switzerland to co-invest and establish a BSC-affiliated Fund Management Company (FMC). EDRS is a prestigious European financial institution with a long-standing history in wealth management.

To date, BSC has completed all preparatory work, and both parties have agreed on a concrete implementation plan. EDRS is currently in the process of completing regulatory approvals in Switzerland. Once finalized, BSC will submit the application to the State Securities Commission to officially establish the FMC.

The new FMC, after being established, is expected to leverage the strengths of BIDV, EDRS, Hana Securities and BSC: (1) BIDV's financial strength and extensive client network; (2) Edmond de Rothschild's 250+ years of global asset management expertise; (3) Hana Securities' technological capabilities and international-standard asset management experience, and; (4) BSC's deep understanding of the domestic market and its pioneering status as one of Vietnam's first securities firms.

**Question 6: With Financial Centers planned in Ho Chi Minh City and Da Nang, how has BSC prepared and what are the Company's plans for participation?**

***Answer of the Presidium:***

The establishment of financial centers in Ho Chi Minh City and Da Nang is expected to be a significant catalyst for Vietnam's stock market and will have wide-reaching impacts on the operations of securities companies, including BSC.

BSC already has a long-standing branch in Ho Chi Minh City, which has consistently contributed nearly 50% of the Company's total revenue and profit over the years. Leveraging this solid foundation, BSC will actively participate in the development of these financial centers, especially in Ho Chi Minh City, by focusing on developing specialized financial products and services for institutional and foreign investors.

BSC is currently providing services to many major foreign-funded institutions. We plan to further strengthen our investment banking (IB) services to meet the growing demand of this client segment, while expanding our partnership network, enhancing advisory capabilities, and rolling out sophisticated financial products that meet international standards.



**RESOLUTION  
OF THE GENERAL MEETING OF SHAREHOLDERS  
OF BIDV SECURITIES JOINT STOCK COMPANY**

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF BIDV SECURITIES JOINT STOCK COMPANY**

*Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments and supplements;*

*Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 29/11/2019, and its amendments and supplements;*

*Pursuant to the Charter of BIDV Securities Joint Stock Company (BSC);*

*Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. 01/BB-DHDCD dated April 18, 2025 of BIDV Securities Joint Stock Company.*

**HEREBY RESOLVES:**

**Article 1. Approval of the following reports:**

1. Report of the Board of Directors ("BOD") on Summary of the Board of Directors' activities in 2024 and orientation for 2025;
2. Report of the Independent member of Board of Directors on the activities of the Board of Directors in 2024;
3. Report of the Board of Supervisors on the 2024 operating results and 2025 operational orientation;
4. Report of the Board of Management on the Business results in 2024 and Business plan in 2025.

**Article 2. Approval of the 2025 Business Plan of BSC**

No	Quota	Units	2025 plan
1	Profit before tax	Billion VND	560
2	Capital Adequacy Ratio	%	≥260

The General Meeting of Shareholders authorizes the Board of Directors to proactively review, evaluate and adjust the 2025 business plan in accordance with market conditions (growth rate and/or market liquidity scale, etc.) if deemed necessary and disclose information in accordance with law.

**Article 3. Approval of the 2024 Audited Financial Statements, the 2024 profit distribution plan, and the 2025 profit distribution plan**

**1. Approval of the Audited 2024 Financial Statements**

In particular, some key contents are as follows:

*Unit: VND*

No	Contents in financial statements in 2024	Amount
1	Total assets	10,315,055,682,765
2	Equity	5,061,881,530,671
	<i>In which: Charter capital</i>	<i>2,230,607,010,000</i>
3	Profit before tax	515,685,500,462
4	Profit after tax	413,071,438,156

**2. Approval of the profit distribution plan for 2024:**

*Unit: VND*

No	Contents	Formulas/notes	2024 profits distribution
I	2024 profit		413,071,438,156
II	Remaining profits in previous years		366,090,851,498
III	<b>Undistributed after-tax profit</b>	<b>(III) = (I) + (II)</b>	<b>779,162,289,654</b>
IV	<b>Remuneration of the part-time Board of Directors, part-time Board of Supervisors</b>		<b>257,350,000</b>
V	<b>Profit distribution plan</b>		
1	Profits used for distribution	(1) = III - IV	778,904,939,654
2	<b>Appropriation of funds</b>	<b>(2) = (2.1)</b>	<b>31,800,000,000</b>
2.1	<i>Welfare Reward Fund</i>	<i>(2.1)</i>	31,800,000,000
2.2	<i>Appropriation ratio (comparison to Undistributed after-tax profit)</i>	<i>(2.2) = (2.1)/(III)</i>	4.08%
3	Undistributed after-tax profit after appropriation and remuneration	(3) = (1) - (2)	747,104,939,654
4	<b>Dividend payouts (*)</b>	<b>(4) = (4.1) x (4.2)</b>	<b>223,060,701,000</b>
4.1	<i>Charter capital as at 31/12/2024</i>		2,230,607,010,000
4.2	<i>Dividend payout ratio (in shares)</i>		10%
VI	<b>Total remaining profit</b>	<b>(VI) = (3) - (4)</b>	<b>524,044,238,654</b>



**Note:** - As of December 31, 2024, BSC's estimated tax liability as well as tax interest have not been finalized by local tax authorities. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.

- (\*): This metric may be updated according to the number of BSI shares outstanding at the closing date of the dividend payment and the handling of odd shares.

The General Meeting of Shareholders authorize the Board of Directors based on the actual situation to decide the appropriate time to pay dividends for the fiscal year 2024 and ensuring compliance with current regulations of law, Company's Charter and approval of competent State agencies.

### 3. Approval of the 2025 Profit Distribution Plan:

- **Payout ratio:** Expected 10%/par value of shares.

- **Form of payment:** By cash and/or by shares. The General Meeting of Shareholders authorizes the Board of Directors to decide on payment method in accordance with the actual business results, ensuring the requirements of the Company's business activities and the interests of shareholders.

- **Implementation time:** The General Meeting of Shareholders authorize the Board of Directors basing on the actual situation to choose the appropriate time to pay dividends in 2025, the Board of Directors can decide to advance dividends in appropriate installments.

### Article 4. Approval of the plan for the Issuance of shares to pay dividends and increase the charter capital of BSC

#### 1. Plan to issue shares to pay dividends and increase BSC's charter capital

Issuing entity	:	BIDV Securities Joint Stock Company (BSC)
Stock name	:	Share of BIDV Securities Joint Stock Company
Stock type	:	Common share
Par value shares	:	10,000 VND/share
Current charter capital	:	VND 2,230,607,010,000
Number of shares issued	:	223,060,701 shares
Number of outstanding shares	:	223,060,701 shares
Number of shares expected to be issued to pay dividend	:	22,306,070 shares (*) (equivalent to 10% of outstanding shares). Rights exercise rate: 10%.
Total value of shares expected to be issued at par value	:	VND 223,060,700,000 (*) (In words: Two hundred twenty-three billion, sixty million, seven hundred thousand VND)
Expected charter capital after issuance	:	VND 2,453,667,710,000 (*)
Purpose of issuance	:	Increasing charter capital for the Company's business development needs
Funding source for implementation	:	From retained earnings as stated in the Company Audited Financial Statements in 2024

Subject receiving shares	:	Existing shareholders of the Company are on the list of shareholders compiled by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares.
Rights exercise rate	:	10:1 (on the final date of registration to finalize the list of shareholders exercising rights, shareholders owning 10 shares will receive 1 newly issued share according to the method of issuing shares to pay dividends)
Principles for rounding and handling fractional shares	:	The number of additional shares issued will be rounded down to the unit, the decimal fraction (if any) will be canceled. <i>For example: Shareholder A owns 111 shares on the last registration date to finalize the list of shareholders exercising rights. With the exercise ratio of 10:1, shareholder A will receive <math>111/10 \times 1 = 11.1</math> shares. According to the rounding principle mentioned above, shareholder A will receive 11 new shares by issuing shares to pay dividends. The odd number of shares of 0.1 shares will be cancelled.</i>
Expected time of issuance	:	Expected in 2025
Register and list additional shares to be issued	:	All additional shares issued will be registered as additional securities with the Vietnam Securities Depository and Clearing Corporation and registered for additional listing with the Ho Chi Minh City Stock Exchange after the end of the issuance in accordance with regulations.

(\*) **Note:** The actual number of shares issued and BSC's charter capital after issuance may change due to the handling of fractional shares and depends on the actual number of outstanding shares of the Company at the final date of registration.

## 2. Implementation

2.1. The General Meeting of Shareholders assigns/authorizes the Board of Directors of the Company to perform, including but not limited to, the following tasks:

- Decide on the detailed contents of the Share Issuance Plan to pay dividend and choose an issuance time appropriate to the actual situation;
- Decide on amendments, adjustments, and detailed explanations of the content of the Stock Issuance Plan at the request of the competent state agency (if necessary);
- Decide and carry out necessary tasks and procedures during the share issuance process, including: (i) amending/supplementing the Company's operating license at the State Securities Commission; (ii) register to change the Company's Business Registration Certificate; (iii) register additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; (iv) register for additional listing of the Company's shares at the Ho Chi Minh City Stock Exchange ; (v) change the Charter Capital, amend/add



provisions regulating the Charter Capital level and other relevant provisions in the Company's Charter in accordance with the new Charter Capital level after the issuance; and (vi) other procedures according to current legal regulations;

- Decide and carry out all other necessary procedures at the request of the competent state agency to complete the issuance of shares to pay dividends according to the approved plan in accordance with the law and the Company's Charter.

2.2 Within the scope of the above authorization, the Board of Directors can delegate authority to the Chairman of the Board of Directors or the General Director Company to perform one or more of the above mentioned tasks.

**Article 5: Approval of the Report on the remuneration of the Board of Directors, Board of Supervisors in 2024 and Proposal for remuneration of the Board of Directors and Board of Supervisors in 2025**

**1. Approval of the Report on the remuneration of the Board of Directors, Board of Supervisors in 2024**

**a. For full-time members of the Board of Directors: 2.987 billion VND. Of which:**

- Mr. Chung Jae Hoon - Vice Chairman of the Board of Directors: **VND 2.563 billion** (including KPI bonus, excluding contractor tax);

- Ms Nguyen Thanh Huyen - Member of the Board of Directors: **VND 0.424 billion** (*Ms. Huyen was dismissed from the position of Member of the Board of Directors from April 23, 2024*);

- Member of the Board of Directors cum General Director receives salary according to the Income Payment Regulations and is announced in the Company's Audited Financial Statement.

**b. For members of the Board of Directors and members of the Board of Supervisors working under the part-time regime: 257,350,000 VND:**

No	Name	Position	Remuneration (VND)	Note
1	Mr. Ngo Van Dung	Chairman of BOD	120,000,000	
2	Mr. Lim, Do Kyoan	Independent Member of BOD	0	Refuse to receive remuneration
3	Ms. Hoang Thi Minh Ngoc	Member of BOD	41,350,000	From April 23 – December 31, 2024
4	Ms. Pham Thanh Thuy	Head of BOS	60,000,000	
5	Ms. Vu Minh Chau	Member of BOS	36,000,000	
6	Ms. Kang, Hee Joung	Member of BOS	0	Refuse to receive remuneration
<b>Total</b>			<b>257,350,000</b>	

## **2. Approval of the estimate of remuneration of the Board of Directors and the Board of Supervisors in 2025**

### **2.1. Estimate of remuneration of the Board of Directors and the Board of Supervisors in 2025**

#### **a. For Vice Chairman of the Board of Directors cum Deputy General Director**

- The minimum level includes the position salary, regardless of the Company's business results and the employee's task completion results (KPI): **VND 1.786 billion** (*temporarily converted at the exchange rate of VND 25,670/USD*);

- The maximum level (depends on the Company's business results and the employee's KPI): **VND 2.967 billion** (*assuming that both the Company and the employee complete 100% of the KPI*). The actual level is based on the Company's KPI results and the employee's personal KPI but is guaranteed not to exceed VND 2.967 billion (*temporarily converted at the exchange rate of VND 25,670/USD*).

*Note: The above remuneration does not include Contractor tax and the difference due to changes in the VND/USD exchange rate (if any).*

**b. For Board of Directors member cum General Director:** Work under the full-time regime and receive salary according to BSC's Income Payments Regulations.

**c. For members of the Board of Directors and members of the Board of Supervisors working under the part-time regime:**

- |  |                       |
|--|-----------------------|
| - Chairman of the Board of Directors:  | 10,000,000 VND/month; |
| - Members of the Board of Directors:   | 5,000,000 VND/month;  |
| - Head of the Board of Supervisors:    | 5,000,000 VND/month;  |
| - Members of the Board of Supervisors: | 3,000,000 VND/month.  |

*\*Note: Members of the Board of Directors and the Board of Supervisors working under the part-time regime nominated by HSC refuse to receive remuneration.*

**2.2. Bonuses (if any)** are formed from after-tax profits (Welfare reward fund), and allowances for participation in meetings... are implemented in accordance with BSC's internal regulations.

## **Article 6. Approval of the amendment and supplementation of the Charter, Internal regulations on Company Administration, and the Regulation on operation of the Board of Directors**

### **1. Approval of the amendment and supplementation of the Charter:**

1.1. Update the new commercial name of the building where BSC's headquarters is located: 8th Floor, 9th Floor LPB Tower, No. 210 Tran Quang Khai, Trang Tien Ward, Hoan Kiem District, Hanoi City. (*New information about the Company's head office address is only updated in the Charter and other documents of the Company (if any) after the license is adjusted by the State Securities Commission*).

The General Meeting of Shareholders assigns/authorizes the Board of Directors (and allows the Board of Directors to re-authorize the General Director) to implement the following contents:



a. Complete necessary legal procedures related to updating the address of the head office at competent state agencies and disclose information in accordance with the law;

b. Update new information about the address of the Company's head office in the Company's Charter and other documents of the Company (if necessary) after the license is adjusted by the State Securities Commission;

c. In case (i) the building where BSC is headquartered continues to change its commercial name; or (ii) there is an adjustment of the boundaries and arrangement, renaming of administrative units in Hanoi City according to the decision of a competent authority, leading to an adjustment of the information on the address of the Company's headquarters: Approve the Board of Directors to continue to carry out the above work to change the information on the address of BSC's headquarters accordingly.

1.2. Other amendments and supplements are updated in the attached draft Charter.

2. Approval of the amendments and supplements to the Internal Regulation on Company Administration and the Regulations on the Operation of the BODs of BIDV Securities Joint Stock Company.

3. Assign the authorized person to sign and issue the Charter, Internal regulations on Company Administration, and Regulation on operation of the Board of Directors according to the amendments approved by the General Meeting of Shareholders.

4. Authorize the Board of Directors to decide on necessary adjustments to the above documents, including non-material amendments, amendments to update information, and adjustments that must be made in accordance with the provisions of law or upon request of competent authorities, ensuring compliance with the provisions of law.

#### **Article 7. Approval of the amendment and supplementation of the Regulation on operation of the Board of Supervisors**

1. Approval of the amendment and supplementation of the Regulation on operation of the Board of Supervisors of BIDV Securities Joint Stock Company.

2. Assign the authorized person to sign and issue the Regulation on operation of the Board of Supervisors approved by the General Meeting of Shareholders.

#### **Article 8. Approval of the dismissal and election of replacement member of the Board of Supervisors for the term 2021-2026**

1. Dismissal of Members of the Board of Supervisors for the term 2021-2026: Ms. Kang Hee Joung;

2. Election of replacement member of the Board of Supervisors for the term 2021-2026: Mr. Cho Sung Jae.

#### **Article 9. Implementation**

1. This Resolution is made in two (02) original copies, consisting of seven (08) pages, and has been fully approved by the 2025 Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company.

2. This Resolution takes effect from April 18, 2025.

3. Members of the Board of Directors, the Board of Supervisors and the General Director are responsible for implementing this Resolution and ensuring its implementation in

compliance with the provisions of law and the Charter of BIDV Securities Joint Stock Company.

**O/B. THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN**



**Ngo Van Dzung**



**BIDV JOINT STOCK COMPANY**

\*\*\*\*\*

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

\*\*\*\*\*

**CHARTER**  
**BIDV SECURITIES JOINT STOCK COMPANY**

*Hanoi, April 18, 2025*

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## **PREAMBLE**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the public-private partnership model, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Law on Special Consumption Tax and the Law on Civil Judgment Enforcement was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Law No. 56/2024/QH15 amending and supplementing a number of articles of the Securities Law, Accounting Law, Independent Audit Law, State Budget Law, Law on Management and Use of Public Assets, Tax Administration Law, Personal Income Tax Law, National Reserve Law, Law on Handling of Administrative Violations passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;
- Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating the activities of securities companies;
- Circular No. 68/2024/TT-BTC dated September 18, 2024 of the Ministry of Finance amending the Circular regulating securities transactions on the securities trading system; clearing and settlement of securities transactions; activities of securities companies and information disclosure on the securities market;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guidelines for implementation of some articles on administration of public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government elaborating some articles of the Law on Securities;



- Other relevant legal documents,

This Charter has been approved by Resolution No. 01/NQ-DHDCD dated April 18, 2025 by the General Meeting of Shareholders. The appendices and amendments to the Charter (if any) are an integral part of this Charter.

## CHAPTER 1. GENERAL PROVISIONS

### Article 1. Interpretation of terms

1.1. Except as otherwise provided by the terms or context of this Charter, the following terms shall have the meanings set forth below:

1.1.1. "Company" means **BIDV Securities Joint Stock Company**;

1.1.2. "Shareholder" means an individual, organization owning at least one share of the Company;

1.1.3. "Major shareholder" means a shareholder owning (05%) five percent or more of the Company's voting shares;

1.1.4. "Charter capital" means the total par value of shares sold and as provided for in this Charter;

1.1.5. "Terms" means a term of this Charter;

1.1.6. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and Law No. 56/2024/QH15 amending and supplementing a number of articles of the Securities Law, Accounting Law, Independent Audit Law, State Budget Law, Law on Management and Use of Public Assets, Tax Administration Law, Personal Income Tax Law, National Reserve Law, Law on Handling of Administrative Violations passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;

1.1.7. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and Law No. 03/2022/QH15 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the public-private partnership model, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Law on Special Consumption Tax and the Law on Civil Judgment Enforcement was passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;

1.1.8. "Date of Establishment" means the date on which the Company is granted the license for establishment and operation for the first time;

1.1.9. "Enterprise executive" means the General Director, Deputy General Director, Chief Accountant;

1.1.10. "Enterprise manager" or "Manager" means a person who manages the company, including the Chairperson of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant;

1.1.11. "Related person" means an individual or organization as stipulated in Clause 46 Article 4 of the Law on Securities and in Clause 23 Article 4 of the Law on Enterprises;



1.1.12. "Law" means all laws, ordinances, decrees, regulations, circulars, decisions and other legal documents promulgated from time to time by competent state agencies, including amendments, supplements or replacements (if any);

1.1.13. "VNX" means the Vietnam Exchange and its subsidiaries;

1.1.14. "Register of shareholders" means the is a written document, electronic data set or both recording the share ownership information of the Company's shareholders as prescribed in Article 11 of this Charter;

1.1.15. "Operation term" means the period of operation of the Company as stipulated in this Charter and the extension period (if any) passed by the General Meeting of Shareholders of the Company;

1.1.16. "Non-executive members of the Board of Directors" means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant;

1.1.17. "SSC" means the State Securities Commission;

1.1.18. "Dividend" means the net profit paid per share in cash or in assets;

1.1.19. "Viet Nam" means the Socialist Republic of Vietnam;

1.2. In this Charter, references to one or more other provisions or documents include amendments or replacements.

1.3. Headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

1.4. Words or terms defined in the Law on Securities and the Law on Enterprises shall have the same meaning in this Charter if they do not conflict with the subject or context.

## **Article 2. Name, type, head office, operation network and operation term of the Company**

### **2.1. Business type:**

The Company is a joint stock company with legal entity status in accordance with provisions of current law of Viet Nam.

### **2.2. Company name:**

Official transaction name in Vietnamese:	Cong ty Co phan Chung khoan BIDV
Shortened transaction name	BIDV Securities Company
Transaction name in English:	BIDV Securities Joint Stock Company
Shortened transaction name in English:	BIDV Securities
Abbreviated transaction name:	BSC



2.3. The logo of the Company is shown as follows:

Depending on the operation of the Company, the Board of Directors may decide to change the Company's Logo.

2.1. Company's head office:

2.4.1. The registered head office of the Company is:

Address: 8<sup>th</sup> Floor, 9<sup>th</sup> Floor Thaiholdings Tower, no. 210 Tran Quang Khai, Trang Tien ward, Hoan Kiem District, Hanoi City.

*(This content was updated according to the Adjusted License to the establishment and operation License no. 04/GPDC-UBCK issued by the Securities State Committee on 11/01/2022)*

Phone number: (84-24)39352722

Fax: (84-24) 22200669

Email: [IR@bsc.com.vn](mailto:IR@bsc.com.vn)

Website: [www.bsc.com.vn](http://www.bsc.com.vn)

2.4.2. The change of head office address is decided by the General Meeting of Shareholders and must be approved in writing by SSC and will be automatically updated in the Company's Charter.

2.5. Operation network:

2.5.1. The Company may establish, terminate the operation of branches, transaction offices and representative offices to conduct the Company's operational objectives, in accordance with the decision of the Board of Directors after being approved by the SSC in writing;

2.5.2. Branches, transaction offices, representative offices are dependent units of the Company and the Company is fully responsible for the operation of its branches, transaction offices, representative offices;

2.5.3. The Company only conducts securities trading, provides securities services at locations where the head office, branches and transaction offices are located that have been approved by SSC.

2.5.4. The name of the branch, transaction office, representative office shall consist the name of the Company together and the phrase branch, transaction office, representative office and proper name to distinguish.



## 2.6. Operation term:

2.6.1. Except for premature termination of operation according to CHAPTER 12. Article 72 of this Charter or as prescribed by law, the operation term of the Company is indefinite and starts from the Date of Establishment.

2.6.2. All changes in the operation term of the Company must be approved by SSC and comply with provisions of law.

## Article 3. Legal representative

3.1. The company has one (01) legal representative. The General Director is the legal representative of the Company.

3.2. The legal representative of the Company is an individual representing the Company to perform rights and obligations arising from the Company's transactions, representing the Company in the capacity of a claimant to settle civil matters, plaintiff, defendant, person with related interests and obligations before Arbitration, Courts and other rights and obligations as prescribed by law.

### 3.3. Rights of the legal representative

3.3.1. Signing contracts in the name of/on behalf of the Company to perform rights and obligations arising from the Company's transactions;

3.3.2. Representing the Company to work with competent state agencies, representing the Company in international relations, procedures, disputes, dissolution, bankruptcy;

3.3.3. Authorizing another person to exercise rights, perform obligations of the legal representative in his/her absence in accordance with provisions of law and the Charter;

3.3.4. Other rights and obligations in accordance with provisions of the Charter, internal regulations of the Company and law.

### 3.4. Responsibilities of the legal representative of the Company

3.4.1. Performing the assigned rights and obligations honestly, carefully and in the best way to ensure the legitimate interests of the Company;

3.4.2. Being loyal to the interests of the Company; not abusing power, position and not using information, know-how, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations and individuals;

3.4.3. Promptly, fully, accurately notifying the Company of the enterprise in which he/she, his/her related persons own or have shares, capital contribution portions in accordance with provisions of the Law on Enterprises;

3.4.4. Other responsibilities in accordance with provisions of the Charter, internal regulations of the Company and law.

### 3.5. Authorization of the Legal representative:

3.5.1. The Legal representative of the Company as stipulated in this Charter must reside in Viet Nam. In case the legal representative leaves Viet Nam, he/she has to authorize in

writing another individual residing in Viet Nam in accordance with provisions of law to act as the Legal representative. In this case, the legal representative is still responsible for the authorized person's performance;

3.5.2. In case the Legal representative of the Company has not returned to Viet Nam when the letter of authorization expires and does not to have any authorization, the authorized person (as stipulated at sub-clause 3.5.1 of this clause) will continue to perform/exercise the rights and duties of the Legal representative to the extent authorized until the Legal representative returns to work at the Company or until the Board of Directors designates another Legal representative;

3.5.3. In case the Legal representative of the Company is not present in Viet Nam for more than thirty (30) days without authorizing another person to exercise/perform his/her rights and duties to the Company or is dead, missing, is being examined for penal liability, being temporarily detained, serving a prison sentence, serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, , having difficulties in cognition and control of acts, being banned from holding a position by a court, banned from practicing certain professions or doing certain jobs, has limited capacity or incapacitated, the Board of Directors shall appoint another person to the title of Legal Representative of the Company.



## **CHAPTER 2. OBJECTIVES, PRINCIPLES, SCOPE OF ACTIVITIES AND LIMITATIONS FOR THE COMPANY**

### **Article 4. Scope of business operations**

#### **4.1. Company business:**

##### **4.1.1. Stock brokerage;**

##### **4.1.2. Self-trading;**

##### **4.1.3. Securities underwriting;**

##### **4.1.4. Securities investment consulting;**

##### **4.1.5. Derivative securities trading;**

##### **4.1.6. Providing clearing, settlement services for derivative securities transactions.**

4.2. In addition to securities trading operations stipulated in Clause 4.1 of this Charter, the Company is entitled to provide services of securities registration, depository, clearing, financial advice, entrustment management of securities trading accounts of investors and other financial services in accordance with regulations of the Ministry of Finance and the law.

4.3. The Company may supplement, withdraw one or a number of business operations stipulated in Clause 4.1 and Clause 4.2 of this Article after being approved by SSC.

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

5.1. Maximizing profits for shareholders, improving the working conditions and income for employees, fulfilling obligations to the State Budget and developing the company more and more strong, stable, sustainable and safe.

5.2. If any of the objectives mentioned in Article 5.1 of this Charter requires approval, the Company can only implement that objectives after it is approved by a competent State agency.

### **Article 6. Operating principles of the Company**

#### **6.1. Principles of governance, operation:**

6.1.1. Complying with the provisions of the Law on Securities, the Law on Enterprises, the company's Charter and other provisions of law relating to corporate governance.

6.1.2. Clarifying the responsibilities between the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the Executive Board in accordance with the Law on Securities, the Law on Enterprises and other relevant law.

6.1.3. Establishing a communication system with shareholders to ensure the providing of fully information and fair treatment among shareholders; and ensure the legitimate rights and interests of shareholders.

6.1.4. Establishing a system of internal control, risk management and supervision, preventing conflicts of interest within the company and in transactions with related people.

6.1.5. Ensuring that employees working in specialized department have appropriate securities professional certificates in accordance with provisions of law on securities and the securities market.

6.2. Principles of professional operations:

6.2.1. When performing professional operations, the Company must ensure the following principles:

6.2.2. Promulgating procedures for the professional operations.

6.2.3. Promulgating code of professional ethics.

6.2.4. The Company, employees of the Company are not allowed to make investments on behalf of customers, except in the case of entrusting management of securities trading accounts of individual investors as prescribed by law.

6.2.5. Taking the responsibility to be honest with customers, not being infringed on the customers' property, other legitimate rights and interests. Implementing separate management of each customer's assets, customer's assets from the company's assets.

6.2.6. Taking the responsibility for signing contracts with customers when providing services to customers; providing complete and honest information to customers.

6.2.7. Unless otherwise provided by law, when providing services to customers the Company must not directly or indirectly perform the following acts:

- a. Deciding to invest in securities on behalf of customers;
- b. Agreeing with customers to share profits or losses;
- c. Advertising and claiming that its own content, performance, or securities analysis methods are superior to those of other securities companies;
- d. Having acts of providing false information to seduce or invite customers to buy and sell a certain type of securities;
- e. Providing false, fraudulent, or misleading information to customers;
- f. Other acts contrary to the provisions of law.

6.2.8. Implementing the accounting, auditing and statistical regimes, financial obligations in accordance with provisions of law.

6.2.9. Disclosing information and report promptly, completely, accurately in accordance with provisions of law.

6.2.10. Creating the information technology system and the backup database which ensures the safe and stable operations.

6.2.11. Supervising securities transactions in accordance with regulations of the law.

6.2.12. The Company must set up a dedicated department which is responsible for communicating with customers and dealing with customer inquiries, complaints.



6.2.13. Performing other obligations in accordance with provisions of law on securities and relevant laws.

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### CHAPTER 3. CHARTER CAPITAL, SHARES, SHAREHOLDERS

#### Article 7. Charter capital and types of shares

7.1. Charter capital of the Company is **2.230.607.010.000VND** (*In words: Two thousand and thirty billion, six hundred and seven million, ten thousand dong*).

7.2. The Company's charter capital is divided into **223.060.701** shares with par value of 10,000 VND/share. All issued shares of the Company are ordinary shares. The rights and obligations attached to ordinary shares are stipulated in this Charter.

7.3. Ordinary shares cannot be converted into preferred shares. Owners of ordinary shares are ordinary shareholders.

7.4. The Company must always maintain a charter capital not lower than minimum charter capital for securities business operation as prescribed by law. In case the charter capital is lower than minimum charter capital for securities business operation, the Company shall supplement the Company's charter capital in accordance with provisions of law.

7.5. Ordinary shares will be given priority to be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the objects according to the conditions and ways that the Board of Directors deems suitable with conditions not more favorable than those offered for sale to the existing shareholders, unless the shares are sold through the Vietnam Exchange by auction method or otherwise approved by the General Meeting of Shareholders.

7.6. The Company may issue other types of preferred shares after gaining approval of the General meeting of shareholders and in accordance with provisions of law.

7.7. Ordinary shares used as the underlying asset to issue depository certificates without voting rights are called underlying ordinary shares. Depository certificates without voting rights have economic benefits and obligations corresponding to the underlying ordinary shares, excluding voting rights.

7.8. The Company may purchase shares issued by the Company itself in the ways stipulated in this Charter and current law.

7.9. The Company may issue other types of securities in accordance with provisions of law.

7.10. The scale of the Charter capital and the number of shares of the Company stipulated in Clauses 7.1 and 7.2 of this Article will be automatically updated when the Company completes the change of Charter Capital in accordance with the Resolution of the General Meeting of Shareholders and the provisions of law.



## **Article 8. Issuance of bonds**

### **8.1. For offering of privately-placed bonds:**

8.1.1. For privately-place non-convertible bonds, privately-placed bonds without warrants: The Board of Directors has the right to decide to approve the plan of issuance and use of the proceeds from the offering; clearly define criteria and number of investors, but must report to the General Meeting of Shareholders at the nearest meeting, the report must be accompanied by documents and dossiers of bond offering.

8.1.2. For privately-place convertible bonds, bonds with individual warrants: The General Meeting of Shareholders approves the plan of issuance and use of the proceeds from the offering; clearly define criteria and number of investors.

### **8.2. For the public offering of bonds:**

8.2.1. For public non-convertible bonds, warrant-linked bonds: The Board of Directors approves the plan of issuance, use and repayment the capital collected from the public bond offering through the listing of bonds on the stock exchange system.

8.2.2. For public convertible bonds, bonds with public warrants: The General Meeting of Shareholders approves the plan of issuance and use of capital obtained from the offering of convertible bonds, bonds with warrants, the listing of bonds on the stock exchange system.

## **Article 9. Issuance of covered warrants**

9.1. Covered warrants are securities with collateral issued by the Company, allowing the holder to have right to buy (call warrants) or sell (sell warrants) the underlying security to the issuer of that covered warrant at a specified strike price prior to or on a specified date, or receive the difference between the strike price and the underlying security's price at that time.

9.2. Pursuant to current law and internal regulations of the Company, the Company will issue covered warrants and perform all professionals related to covered warrants in accordance with provisions of law.

9.3. The Company is entitled to issue warrants according to the total limit in accordance with regulations of the State Securities Commission compared to the available capital calculated at the time of issuance.

9.4. A warrant holder is an investor who owns the warrant and is also a partially secured creditor of the Company. The warrant holders have the rights and obligations as prescribed by law and in the Company's prospectus when conducting the warrant offering, such as:

9.4.1. The right to receive the difference between the underlying security's price and the strike price at the time of exercise will depend on the type of warrant owned;

9.4.2. The right to be paid in cash when Warrants are delisted in accordance with provisions of law;

9.4.3. The right to receive cash payment or transfer of underlying securities in accordance with BSC's regulations in the prospectus for each issuance;

9.4.4. The right to priority payment when the Company is dissolved, bankrupt, other rights as prescribed by law in case the Company is consolidated or merged;

9.4.5. The right to transfer, donate, inherit, etc. in civil legal relations according to the provisions of law;

9.4.6. Other rights as prescribed by law.

9.5. Payment security and obligations of the Company:

9.5.1. In the event that the Company becomes insolvent, the Company guarantees to use sources to make payment and fulfill obligations to the holders of the covered warrant as follows:

a. Hedging assets for Warrants on self-trading accounts;

b. Payment security assets deposited by the Company at the depository bank for the covered warrants issuances;

c. Payment guarantee or other assets (if any);

d. The Company will apply other security measures (if any) in accordance with provisions of law to ensure payment and performance of the Company's obligations to the owners.

9.5.2. In case the Company is dissolved or goes bankrupt, the payment security and obligations of the Company shall comply with the provisions of law on dissolution and bankruptcy for partially secured creditors;

9.5.3. In case the Company is consolidated, merged, dissolved bankrupt, the payment security and obligations of the Company shall comply with the provisions of enterprise law;

9.5.4. Other cases as prescribed by law.

#### **Article 10. Share certificates and other securities certificates**

##### **10.1. Share certificate**

10.1.1. Shareholders of the Company are granted a share certificate corresponding to the number of shares and the type of shares owned.

10.1.2. Share is a type of security certifying the lawful rights and interests of the owner to a part of the share capital of the issuing organization. The share must have all the contents stipulated in Clause 1 Article 121 of the Law on Enterprises.

10.1.3. Within fifteen (15) days from the date of submission of the complete application requesting to transfer the ownership according to the Company's regulations or within sixty (60) days from the date of full payment for the purchase of shares as stipulated in the plan (or another time limit according to the terms of the issuance) from the date of issuance of shares of the Company, the shareholders will be issued a share certificate. The shareholders have not to the cost of printing share certificate.

10.1.4. In case the share certificate is lost, damaged or destroyed in another form, the shareholder shall be re-issued by the Company at the request of such shareholder. The shareholder's proposal must include the following contents:



- a. Information about shares that have been lost, damaged or others;
- b. Commitment to be responsible for disputes arising from the re-issuance of new share certificate.

**10.2. 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 11. Register of shareholders**

11.1. The company must make and keep a register of shareholders from the time it is granted the License for establishment and operation.

11.2. The register of shareholders must include the following principal contents:

11.2.1. Name and address of the head office of the company;

11.2.2. Full name, contact address, nationality, legal document numbers of the individual shareholders; name, enterprise code or legal document numbers and head office address of organization shareholders;

11.2.3. Number of shares of each type of each shareholder, date of registration of shares;

11.2.4. Total number of shares to be offered for sale, types of shares to be offered for sale and number of shares to be offered for sale of each type share;

11.2.5. Total number of shares sold of each type and value of contributed share capital.

11.3. The form of the register of shareholders of the Company: in writing or electronic data set or both of them.

11.4. The register of shareholders is kept at the Viet Nam Securities Depository and Clearing Corporation and its Head office. Shareholders have the right to check, look up, extract and copy their names and contact addresses in the register of shareholders.

11.5. In case there is a difference between the data on the register kept at the Company and the data registered at the Viet Nam Securities Depository and Clearing Corporation, the data kept by the Viet Nam Securities Depository and Clearing Corporation will be valid.

**Article 12. Transfer and withdrawal of shares of the Company**

**12.1. Transfer of shares**

12.1.1. All shares are freely transferable, unless this Charter and the law provided otherwise. The listed and registered shares trading on the Vietnam Exchange will be transferred in accordance with provisions of law on securities and the securities market;

12.1.2. Shares that have not been paid in full are not transferable and the shareholders are not entitled to enjoy the benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to buy new shares to be offered for sale and others prescribed by law;

**12.2. Share withdrawal**

12.2.1. In case a shareholder fails to pay in full and on time the amount payable to buy shares, the Board of Directors shall notify and have the right to request the shareholder to pay the remaining amount and take responsibility in proportion to the total par value of shares registered to buy for the financial obligations of the Company arising from the failure to pay in full.

12.2.2. The above payment notice must clearly state: The new payment term (at least seven (07) days from the date of sending the notice), the place of payment and the case of non-payment as required and the unpaid shares to be withdrawn.

12.2.3. The Board of Directors has the right to withdraw the unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

12.2.4. The withdrawn shares are considered shares entitled to be offered for sale as prescribed in clause 3 Article 112 of the Law on Enterprise. The Board of Directors may directly or authorize the sale, redistribution or settlement to the person who owns the withdrawn shares or other objects according to the conditions and manner that the Board of Directors considers appropriate.

12.2.5. Shareholders holding withdrawn shares must give up their status as shareholders for such shares without the responsibility under the proportion to the total par value of shares registered to buy for the financial obligations of the Company arising at the time of withdrawal according to the decision of the Board of Directors from the date of withdrawal until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the entire value of shares at the time of withdrawal.

12.2.6. The notice of withdrawal is sent to the holders of the withdrawn shares before the time of withdrawal. The withdrawal remains in effect even in the event of error or carelessness in the delivery of the notice.

### **Article 13. Share repurchase**

13.1. The Company is only entitled to repurchase shares when fully meeting the repurchase conditions and rate as prescribed by law.

#### **13.2. Cases of share repurchase:**

##### **13.2.1. Repurchase at the request of shareholders**

a. The shareholder has the right to request the Company to repurchase his/her shares, if such shareholder has voted against resolution on the reorganization of the Company of the General Meeting of Shareholders or a decision to change the rights and obligations of the shareholder stipulated in the Company's Charter. The request to repurchase shares must be made in writing, specify the name and address of the shareholder, quantity of shares that the shareholder is holding, offered price, and the reason for the request to be repurchased by the Company. The request shall be sent to the Company within ten (10) days from the date the General Meeting of Shareholders passes a resolution on the issues stipulated in this Clause;

b. The Board of Directors determines the repurchase price in accordance with provisions of Law on Enterprises. If the price cannot be reached, the parties may request a valuation



organization to determine the price. The Company introduces at least three valuation organizations for shareholders to choose and that choice is final.

#### 13.2.2. Repurchase at the discretion of the Company

The Company may repurchase issued shares (including redeemable preferred shares) to use as treasury shares. The rate, method and procedures for purchasing treasury shares shall comply with the provisions of the law on securities and the securities market.

## **CHAPTER 4. CORPORATE GOVERNANCE, ADMINISTRATION**

### **Article 14. Organizational structure, administration and control**

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

- 14.1. General Meeting of Shareholders;
- 14.2. Board of Directors;
- 14.3. Board of Supervisors;
- 14.4. General Director.

## **SECTION I – SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 15. Rights of shareholders**

15.1. Ordinary shareholders have the following rights:

15.1.1. Attending, speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or in other forms as stipulated by the Company's Charter and law. Each ordinary share has one vote;

15.1.2. Receiving dividends at the rate decided by the General Meeting of Shareholders;

15.1.3. Being given priority to buying new shares in proportion to the percentage of ordinary shares ownership of each shareholder in the Company;

15.1.4. Freely transferring their shares to others, except for the cases stipulated in clause 3 Article 120, clause 1 Article 127 of the Law on Enterprises and other provisions of relevant law;

15.1.5. Reviewing, looking up and extracting information about names and contact addresses in the list of shareholders with voting rights; requesting correction of their incorrect information;

15.1.6. Reviewing, looking up, extracting or copying the company's Charter, meeting minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;

15.1.7. Receiving a portion of the remaining assets in proportion to the percentage of shares owned in the Company in case the Company is dissolved or bankrupt;

15.1.8. Requesting the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises;

15.1.9. Being treated equally. Each share of the same type gives shareholders equal rights, obligations and interests. In case the Company has types of preference shares, the rights and obligations attached to these types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

15.1.10. Having full access to periodic and extraordinary information disclosed by the Company in accordance with provisions of law;



15.1.11. Being protected their legitimate rights and interests; requesting suspension, annulment of resolutions, decisions of the General Meeting of Shareholders, the Board of Directors in accordance with provisions of the Law on Enterprises;

15.1.12. Other rights as prescribed by law and this Charter.

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

15.2.1. Requesting the Board of Directors to convene meetings of the General Meeting of Shareholders in accordance with the provisions of Clause 3 Article 115 and Article 140 of the Law on Enterprises;

15.2.2. Reviewing, looking up and extracting the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;

15.2.3. Requesting the Board of Supervisors to examine each specific issue related to the management, operation of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual, for shareholders being individuals; name, enterprise code or legal document number of the organization, head office address, for shareholders being organizations; the number of shares and the registration time of shares 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; the problem to be examined, the purpose of the examination;

15.2.4. Proposing issues to be included in the agenda of meetings of the General Meeting of Shareholders. Proposals 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 shares of each type of shareholder, and the issues proposed to be included in the meeting agenda;

15.2.5. Other rights as prescribed by law and this Charter.

15.3. A shareholder or group of shareholders owning ten percent (10%) of the total number of ordinary shares or more has the right to nominate a person to the Board of Directors or the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

15.3.1. The ordinary shareholders forming a group to nominate people to the Board of Directors and the Board of Supervisors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;

15.3.2. Based on the number of members of the Board of Directors and the Board of Supervisors, a shareholder or group of shareholders stipulated in this clause is entitled to nominate one or several people according to the decision of the General Meeting of Shareholders as a candidate for the Board of Directors and the Board of Supervisors. In case



the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, Board of Supervisors and other shareholders.

15.4. Shareholders or groups of shareholders owning at least one percent (01%) of the total number 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, the General Director to request return of benefits or compensation for damage to the company or other persons in the following cases:

15.4.1. Violate the responsibility of the company manager as stipulated in Article 165 of the Law on Enterprises;

15.4.2. Failure to perform or incompletely, untimely performance or contrary to the provisions of law or the company's Charter, resolutions or decisions of the Board of Directors regarding the assigned rights and obligations;

15.4.3. Abuse of power, position and use of information, know-how, business opportunities, other assets of the company for personal gain or for the benefit of other organizations or individuals;

15.4.4. Other cases as prescribed by law and the Company's Charter.

The order, procedures for initiating lawsuits comply with provisions of civil procedure law. The cost for initiating lawsuits in case a shareholder or a group of shareholder's initiate lawsuits on behalf of the company is included in the company's expenses, unless the lawsuit is denied.

Shareholders, groups of shareholders as stipulated in this Article have the right to review, look up, extract necessary information according to decisions of the Court, Arbitration before or during the course of lawsuits.

#### **Article 16. Obligations of shareholders**

Ordinary shareholders have the following obligations:

16.1. Paying in full and on time the number of shares committed to buy.

16.2. The capital contributed by ordinary shares must not be withdrawn from the Company in any way, except in the case of shares being repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and persons with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and the resulting damages.

16.3. Complying with the Company's Charter and internal management Regulations.

16.4. Abiding by resolutions, decisions of the General Meeting of Shareholders, the Board of Directors.



16.5. Keeping the confidential information provided by the Company in accordance with the provisions of the Company's Charter and the law; only using the information provided to exercise and protect their legitimate rights and interests; It is strictly forbidden to distribute or copy, send information provided by the company to other organizations, individuals.

16.6. Shareholders owning 10% or more of the Company's charter capital, such shareholder and his/her related person must not own more than 5% of the charter capital of another securities company.

16.7. Shareholders owning 10% or more of the Company's charter capital must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders in accordance with provisions of law and the Company's Charter.

16.8. Shareholders owning 10% or more of the Company's charter capital must fully notify the Company within 24 hours from the date of receiving the information, in the following cases:

16.8.1. The number of shares or capital contribution portions are blocked, pledged or handled under a court decision;

16.8.2. Shareholders, members are organizations deciding to change their name or divide, separate, dissolve, go bankrupt;

16.8.3. The company must report to the State Securities Commission on the cases stipulated in this Clause 16.8 within 05 days from the date of receipt of the notice of shareholders.

16.9. Attending the General Meeting of Shareholders and exercising the right to vote through the following forms:

16.9.1. Attending and voting directly at the meeting;

16.9.2. Authorizing other individuals and organizations to attend and vote at the meeting;

16.9.3. Attending and voting through videoconferences, electronic voting or other electronic means;

16.9.4. Sending votes to the meeting by letter, fax, email.

16.10. Taking personal responsibility when acting on behalf of the Company in any form to perform one of the following acts:

16.10.1. Violating the law;

16.10.2. Conducting business and other transactions for self-interest or to serve the interests of other organizations and individuals;

16.10.3. Payment of undue debts before financial risks to the company.

16.11. Providing accurate information and address when registering to purchase shares, paying for the purchase of registered shares as prescribed;

16.12. Performing other obligations as prescribed by current law.

## **Article 17. General meeting of shareholders**

17.1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the Company's Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting location of the General Meeting of Shareholders is determined to be the location where the chairperson attends the meeting and must be in the territory of Vietnam.

17.2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate location. The Annual General Meeting of Shareholders decides on issues in accordance with provisions of law and the company's Charter, especially passing the audited annual financial statements. In case the Company's annual financial statement audit report contains material exceptions, contrary audit opinions or refusal, the Company must invite a representative of an audit organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative has the responsibility to attend the Company's Annual General Meeting of Shareholders.

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

17.3.1. The Board of Directors considers it necessary for the benefit of the Company;

17.3.2. The number of remaining members of the Board of Directors and Board of supervisors is less than the minimum number of members as prescribed by law;

17.3.3. At the request of a shareholder or a group of shareholders stipulated in Article 15.2 this Charter; The request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with adequacy of the signatures of the relevant shareholders or a written request made in many copies and aggregating adequacy of the signatures of all relevant shareholders;

17.3.4. At the request of the Board of supervisors;

17.3.5. Other cases as prescribed by law and this Charter.

17.4. Convening an Extraordinary General Meeting of Shareholders

17.4.1. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors remains as stipulated at sub-clause 17.3.2 of this Article or received a request stipulated at sub-clauses 17.3.3 and 17.3.4 of this Article;

17.4.2. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as stipulated at sub-clause 17.4.1 of this Article, within the next thirty (30)



days, the Board of Supervisors will replace the Board of Directors to convene a meeting of the General Meeting of Shareholders according to the provisions of clause 3 Article 140 of the Law on Enterprises;

17.4.3. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as stipulated at sub-clause 17.4.2 of this Article, the shareholder or group of shareholders stipulated at sub-clause 17.3.3 of this Article has the right to request the Legal Representative of the Company to convene a meeting of the General Meeting of Shareholders in accordance with provisions of the Enterprise Law;

17.4.4. Procedures for holding the General Meeting of Shareholders are as prescribed in clause 5 Article 140 of the Law on Enterprises and this Charter.

#### **Article 18. Rights and obligations of the General Meeting of Shareholders**

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

18.1.1. Ratifying the orientation of the Company;

18.1.2. Deciding the type of shares and the total number of shares of each type which are entitled to offer for sale; deciding on the annual dividend rate of each type of shares;

18.1.3. Electing, dismissing, removing members of the Board of Directors, members of the Board of Supervisors;

18.1.4. Deciding to invest or sell assets valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company;

18.1.5. Deciding to amend, supplement the company's Charter;

18.1.6. Approving annual financial statements;

18.1.7. Deciding to repurchase more than 10% of the total number of shares sold of each type;

18.1.8. Considering, handling violations of members of the Board of Directors, members of the Board of Supervisors, causing damage to the Company and its shareholders;

18.1.9. Deciding to reorganize, dissolve the Company;

18.1.10. Deciding the budget or total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervisors;

18.1.11. Approving the internal governance Regulations; Regulations on operation of the Board of Directors, the Board of Supervisors;

18.1.12. Approving the list of approved audit companies; deciding on the approved audit company to inspect the operation of the Company, dismissing the approved auditor when it is deemed necessary;

18.1.13. Other rights and obligations as prescribed by law.

18.2. The General Meeting of Shareholders discusses and passes the following issues:

18.2.1. Annual business plan of the Company;

18.2.2. Audited annual financial statements;

18.2.3. Report of the Board of Directors on the management and operation results of the Board of Directors and each member of the Board of Directors;

18.2.4. Report of the Board of Supervisors on the Company's business results, the operation results of the Board of Directors, the General Director;

18.2.5. Report on self-assessment of operation results of the Board of Supervisors and members of the Board of supervisors;

18.2.6. Dividend level for each share of each type;

18.2.7. Number of members of the Board of Directors, Board of supervisors;

18.2.8. Electing, dismissing, removing members of the Board of Directors, members of the Board of Supervisors.

18.2.9. Deciding the budget or the total remuneration, bonus and other benefits for the Board of Directors, the Board of Supervisors;

18.2.10. Approving the list of approved audit companies; deciding on an approved audit company to inspect the company's activities when it is deemed necessary;

18.2.11. Supplementing and amending the Company's Charter;

18.2.12. Types of shares and number of new shares to be issued for each type of shares and the transfer of shares by founding members within the first 03 years from the date of establishment;

18.2.13. Dividing, separating, consolidating, merging or converting the Company;

18.2.14. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;

18.2.15. Deciding to invest or sell assets valued at thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements of the Company;

18.2.16. Deciding to repurchase more than 10% of the total number of shares sold of each type;

18.2.17. The Company enters into contracts, transactions with the objects stipulated in clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in the most recent financial statements;

18.2.18. Approving the transactions stipulated 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;

18.2.19. Passing the internal Regulations on corporate governance, operating Regulations of the Board of Directors, operating regulations of the Board of Supervisors;

18.2.20. Other issues as prescribed by law and this Charter.

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



18.4. The contents that have been passed at the previous General Meeting of Shareholders' Resolutions but have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is a change in content falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

#### **Article 19. Authorization to attend the meeting of the General Meeting of Shareholders**

19.1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals, organizations to attend the meeting or attend the meeting through one of the forms prescribed in clause 3 Article 144 of the Law on Enterprises.

19.2. The authorization for individuals, organizations to represent to attend the meeting of the General Meeting of Shareholders as stipulated in clause 19.1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorizing shareholders, the name of the authorized individuals, organizations, the number of authorized shares, the content of the authorization, scope of the authorization, duration of the authorization, signatures of the authorizing party and the authorized party.

19.3. The authorized persons attending the meeting the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendee must also present the original authorization document (which shows the content allowing the authorized person to re-delegate to another person) of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

19.4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs :

19.4.1. The authorizer has died, has limited legal capacity or incapacitated;

19.4.2. The authorizer has canceled the appointment of the authorization;

19.4.3. The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the meeting of the General Meeting of Shareholders or before the meeting is re-convened.

#### **Article 20. Change of rights**

20.1. The change or cancellation of special rights attached to a type of preferred shares takes effect when it is passed by a shareholder representing sixty-five percent (65%) or more of the total number of votes of all shareholders attending the meeting. The Resolution of the

General Meeting of Shareholders on the content that adversely changes the rights and obligations of the shareholder owning the preference share shall only be passed if the number of shareholders owning the preference share of the same type attending the meeting owning seventy-five percent (75%) or more of the total number of preferred shares of that type vote for or voted for by shareholders owning the preference share of the same type owning seventy-five percent (75%) or more of the total number of preferred shares of that type in case of passing a resolution in the form of written opinions.

20.2. The organization of a meeting of shareholders holding a type of preferred shares to pass the change of the above rights is only valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting shall be re-organized within thirty (30) days after and the holders of shares of that type (regardless of the number of people and the number of shares) being present in person or through an authorized representative shall be deemed to be sufficient for the required number of delegates. At the meetings of shareholders holding preferred shares mentioned above, holders of shares of that type presenting in person or through their representatives may request secret ballots. Each share of the same type has equal voting rights at the above-mentioned meetings.

20.3. Procedures for conducting such separate meetings are similar to the provisions of Article 22, Article 23 and Article 24 of this Charter.

20.4. Except as otherwise provided by the terms of the issuance of shares, special rights attached to types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company are not changed when the Company issues additional shares of the same type.

#### **Article 21. Convocation of meeting, meeting agenda and notice of invitation to meeting of the General Meeting of Shareholders**

21.1. The Board of Directors convenes the annual and extraordinary meeting of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the cases stipulated in clause 17.3 Article 17 of this Charter.

21.2. The convenor of a meeting of the General Meeting of Shareholders must perform the following tasks:

21.2.1. Preparing a list of shareholders who are eligible to participate and vote at the meeting of the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of 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 about making a list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 days before the last registration date;



21.2.2. Preparing agenda, contents of the general meeting;

21.2.3. Preparing documents for the general meeting;

21.2.4. Drafting resolution of the General Meeting of Shareholders according to the proposed content of the meeting;

21.2.5. Determining the time and location to hold the general meeting;

21.2.6. Notifying and sending notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

21.2.7. Other works for the General Meeting.

21.3. The notice of invitation to the meeting of the General Meeting of Shareholders is sent to all shareholders by methods to ensure it reaches the contact address of the shareholder, at the same time disclosed on the website of the Company and the State Securities Commission, the Vietnam Exchange where the Company's shares are listed or registered for trading. The convenor of the meeting of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening of the meeting (from the date on which the notice is duly sent or transmitted). The meeting agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the general meeting are sent to shareholders and/or posted on the website of the Company. In case the document is not attached to the notice of the meeting of the General Meeting of Shareholders, the notice of meeting invitation must clearly state the link to all meeting documents for shareholders to access, including:

21.3.1. Meeting agenda, documents used in the meeting;

21.3.2. List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;

21.3.3. Voting card;

21.3.4. Draft resolutions for each issue in the meeting agenda.

21.4. Shareholders or groups of shareholders as stipulated in clause 15.2 Article 15 of this Charter have the right to propose issues to be included in the meeting agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each type of the shareholder, and the issues proposed to be included in the meeting agenda.

21.5. The meeting convenor of the General Meeting of Shareholders has the right to refuse the proposal stipulated in clause 21.4 of this Article if it falls into one of the following cases:

21.5.1. The proposal is sent in contravention of the provisions of clause 21.4 of this Article;

21.5.2. At the time of the proposal, a shareholder or a group of shareholders does not hold five percent (05%) or more of the ordinary shares as stipulated in clause 15.2 Article 15 of this Charter;

21.5.3. The proposed issue is not within the scope of the decision-making authority of the General Meeting of Shareholders;

21.5.4. Other cases as prescribed by law and this Charter.

21.6. The convenor of the meeting of the General Meeting of Shareholders must accept and include the proposal stipulated in clause 21.4 of this Article in the proposed agenda and contents of the meeting, except for the case stipulated in clause 21.5 of this Article; Proposals are officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

## **Article 22. Conditions for conducting the meeting the General Meeting of Shareholders**

22.1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of votes.

22.2. In case there are insufficient delegates which is necessary within thirty (30) minutes from the time fixed for opening the meeting, the convenor of the meeting shall cancel the meeting. The meeting of the General Meeting of Shareholders must be re-convened within thirty (30) days from the intended date of holding the first meeting of the General Meeting of Shareholders. The meeting of the General Meeting of Shareholders convened for the second time shall be conducted when the number of shareholders attending the meeting represents thirty-three percent (33%) of the total number of votes or more.

22.3. In case the second general meeting is not conducted because there are insufficient delegates which is necessary within (30) thirty minutes from the time fixed for opening the general meeting, the third General Meeting of Shareholders may be convened within (20) twenty days from the intended date of conducting the second general meeting, and in this case the general meeting shall be conducted regardless of the total number of voting votes of the attending shareholders, it is considered valid and has the right to decide on all issues expected to be approved at the first meeting of the General Meeting of Shareholders.

22.4. Shareholders are considered to attend and vote at the meeting of the General Meeting of Shareholders in one of the following forms:

22.4.1. Directly attending the meeting and voting at the meeting of the General Meeting of Shareholders;

22.4.2. Authorizing other individuals, organizations to attend and vote at the meeting of the General Meeting of Shareholders.

22.4.3. Attending and voting through video conferences, electronic voting or other electronic means;



22.4.4. Sending votes to the meeting by letter, fax, email

22.4.5. Sending votes by registered mail to the Board of Directors at least one (01) day before the opening of the meeting. In this case, the head of the vote counting committee of the General Meeting of Shareholders has the right to open the vote of such shareholder at the meeting of the General Meeting of Shareholders;

**Article 23. Procedures for conducting the meeting and voting at the meeting of the General Meeting of Shareholders**

23.1. Before opening the meeting, the Company must carry out the procedures for shareholder registration, ensure the complete registration of shareholders with the right to attend the meeting and must carry out the registration until all shareholders with the right to attend the meeting are present and register in the following order:

23.1.1. When conducting shareholder registration, the Company grants each shareholder or their authorized representative with voting rights a voting card, including the registration number, full name of the shareholders, full name of their authorized representative and the number of votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstention. At the General Meeting, the number of votes for the resolution is collected first, the number of votes against the resolution is collected later, and finally counting the total number of votes for or against to decide. The results of the vote counting shall be announced by the Chairperson right before the closing of the meeting. The General Meeting elects the persons responsible for counting votes or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

23.1.2. Shareholders, authorized representatives of shareholders being organizations or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The chairperson is not responsible for stopping the general meeting so that late shareholders can register and the validity of the previously voted contents will not change.

23.2. The election of the Chairperson, Secretary and Vote Counting Committee is regulated as follows:

23.2.1. The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson of the Board of Directors is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case none of them can chair the meeting, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the Chairperson of the meeting from among the attendees and the person with the highest votes shall act as the chairperson of the meeting.



23.2.2. Except for the case stipulated at sub-clause 23.2.1 of this clause, the person who signed the document convening the meeting of the General Meeting of Shareholders shall control the meeting of the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest votes shall act as the chairperson of the meeting;

23.2.3. The chairperson appoints one or several persons to act as the Secretary of the meeting and makes meeting minutes of the General Meeting of Shareholders;

23.2.4. The General Meeting of Shareholders elects one or several persons to the vote counting committee at the proposal of the Chairperson of the meeting.

23.3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders right at the opening session. The meeting agenda must clearly define and detail the time for each issue in the agenda.

23.4. The chairperson of the meeting has the right to take necessary and reasonable measures to control the General Meeting of Shareholders in a valid and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

23.4.1. Arranging seats at the meeting location of the General Meeting of Shareholders;

23.4.2. Ensuring the safety of everyone presenting at the meeting locations;

23.4.3. Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convenor of the meeting of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. Measures may be to issue a pass or use other options.

23.5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and, abstention. The results of the vote counting shall be announced by the Chairperson right before the closing of the meeting.

23.6. Shareholders or their authorized persons who arrive after the meeting has opened are still have the right to register and have the right to participate in voting right after registration; in this case, the validity of the previously voted contents will not change.

23.7. The person convening the meeting or chairing the meeting of the General Meeting of Shareholders has the following rights:

23.7.1. Requiring all attendees to be subject to security checks or other lawful, reasonable security measures;

23.7.2. Requiring the competent authority to maintain order of the meeting; expelling those who do not comply with the Chairperson's executive authority, intentionally disrupt order, obstruct the normal process of the meeting or do not comply with the requirements of security checks from the meeting of the General Meeting of Shareholders;

23.8. The chairperson of the General meeting has the right to postpone the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for no more than three (03) working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting location in the following cases:

23.8.1. The meeting location does not have enough convenient seats for all attendees;



23.8.2. The media at the meeting location does not guarantee shareholders attending the meeting to participate, discuss and vote;

23.8.3. There are attendees obstructing, disturbing order, causing the danger that the meeting cannot be conducted in a fair and lawful manner;

23.9. In case the General Meeting of Shareholders is postponed or suspended contrary to the provisions of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to run the meeting until the end of the meeting. All resolutions adopted at that meeting shall take effect.

23.10. In case the Company applies modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders attend and vote by 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 (and amended and supplemented documents at each period).

#### **Article 24. Conditions for passing the Resolution of the General Meeting of Shareholders**

24.1. The Resolution on the following contents is passed if it is voted for by the number of shareholders representing at least sixty-five percent (65%) of the total votes of all attending shareholders and voting at the meeting, except for the case stipulated in clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

24.1.1. Types of shares and total number of shares of each type;

24.1.2. Changing industries, professions and business fields;

25.1.3. Changing the organizational management structure of the Company;

25.1.4. Projects to invest in or sell assets valued at thirty-five percent (35%) or more of the total value of assets as recorded in the most recent financial statements of the Company, unless otherwise the company's Charter stipulated other ratio or value;

25.1.5. Re-organization, dissolution of the Company.

24.2. Resolutions are passed when voted for by the number of shareholders holding more than fifty percent (50%) of the total votes of all attending shareholders and voting at the meeting, except for the case stipulated in clause 24.1 of this Article and clauses 3, 4 and 6 of the Article 148 of the Law on Enterprises.

24.3. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total number of voting shares are legal and effective even if the order, procedures for convening a meeting and passing such resolution violate the provisions of the Law on Enterprises and the company's Charter.

**Article 25. Authority and procedure for collecting written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders**

25.1. The authority and procedure to collect written opinions of shareholders to pass a decision of the General Meeting of Shareholders shall comply with the following provisions:

25.1.1. The Board of Directors has the right to collect shareholders' written opinions to pass all issues within the competence of the General Meeting of Shareholders at any time if it is deemed necessary for the benefit of the company.

25.1.2. The Board of Directors must prepare the opinion form, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights no later than ten (10) days before the deadline to return the opinion form. The request and method of sending the opinion form and accompanying documents shall comply with the provisions of Article 21.3 of this Charter.

25.2. The opinion form must contain the following principal contents:

25.2.1. Name, head office address, code number of enterprise;

25.2.2. Purpose of consultation;

25.2.3. Full name, contact address, nationality, number of legal papers of the individual for shareholders being individuals; name, business identification number or legal document number of the organization, head office address for shareholders being an organization, or full name, contact address, nationality, number of legal papers of the individual for the representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;

25.2.4. Issues requiring consultation to pass a decision;

25.2.5. Voting options include affirmative, negative and abstention for each issue to be consulted;

25.2.6. The time limit for sending the answered opinion form to the Company;

25.2.7. Full name, signature of the Chairperson of the Board of Directors.

25.3. Shareholders may send their answered opinion forms to the Company by letter, fax or email according to the following regulations:

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

25.3.2. In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting of votes;

25.3.3. The opinion forms sent to the Company after the time limit stipulated in the content of the opinion form or opened in the case of sending letter and disclosed in the case of faxing, emailing are invalid. Opinion forms that are not sent the Company are considered as non-voting votes.



25.4. The Board of Directors counts the votes and makes a minutes of the vote counting in the presence of the Board of Supervisors or shareholders who do not hold managerial positions of the Company. The minutes of vote counting must have the following main contents:

25.4.1. Name, head office address and code number of enterprise;

25.4.2. Purpose and issues to be consulted in order to pass the resolution;

25.4.3. Number of shareholders with the total number of votes that participated in the vote, in which the number of valid and invalid votes is distinguished and the method of sending votes, together with an appendix of the list of shareholders participating in voting;

25.4.4. Total number of votes for, against and abstention on each issue;

25.4.5. The issue passed and the proportion of votes passed;

25.4.6. Full name, signature of the Chairperson of the Board of Directors, the vote counting person and the vote counting supervisor.

The members of the Board of Directors, the vote counting person and the vote counting supervisor must be jointly responsible for the truthfulness, accuracy of the vote counting minutes; jointly responsible for damages arising from decisions passed due to dishonest, inaccurate counting of votes.

25.5. The vote counting minutes and resolutions must be sent to the shareholders within fifteen (15) days from the date of completion of the vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the end of the vote counting.

25.6. Answered opinion forms, vote counting minutes, passed resolutions and relevant documents enclosed with the opinion forms must all be kept at the head office of the Company.

25.7. A resolution shall be passed in the form of collecting written opinions of shareholders if it is voted for by the number of shareholders holding more than fifty percent (50%) of the total votes of all shareholders with voting rights and has the same value as the resolution passed at the meeting of General Meeting of Shareholders.

#### **Article 26. Resolutions, meeting Minutes of the General Meeting of Shareholders**

26.1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or kept in other electronic forms. Minutes must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

26.1.1. Name, head office address, code number of enterprise;

26.1.2. Time and location of the meeting of the General Meeting of Shareholders;

26.1.3. Meeting agenda and content of the meeting;

26.1.4. Full name of the chairperson and secretary;

26.1.5. Summary of the meeting progress and opinions expressed at the meeting of the General Meeting of Shareholders on each issue in the agenda;

26.1.6. Number of shareholders and total number of votes of shareholders attending the meeting, appendix to the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;

26.1.7. Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid votes, votes for, against and abstention; the corresponding ratio on the total number of votes of shareholders attending the meeting;

26.1.8. The issues passed and the corresponding percentage of votes passed;

26.1.9. Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains sufficient contents as stipulated in this clause. The meeting minutes clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

26.2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness, accuracy of the minutes' contents.

26.3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

26.4. Resolutions, meeting Minutes of the General Meeting of Shareholders, appendix to the list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of meeting invitation must be disclosed in accordance with provisions of law on disclosure of information on the stock market and must be kept at the head office of the Company.

#### **Article 27. Request for annulment of a resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders stipulated in Clause 15.2 of this Charter, the right to request the Court or Arbitrator to consider and annul the resolution or part of the resolution of the General Meeting of Shareholders shall be allowed in the following cases:

27.1. The order and procedures for convening a meeting and making a decision of the General Meeting of Shareholders or collecting shareholders' opinions in writing and making a decision of the General Meeting of Shareholders seriously violate the provisions of the Law



on Enterprises and the Company's Charter, except for the case stipulated in Clause 2, Article 152 of the Law on Enterprises;

27.2. The content of the resolution violates the law or the Company's Charter.

## SECTION II - BOARD OF DIRECTORS

### Article 28. Nomination, candidacy for members of the Board of Directors

28.1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the meeting of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting. The candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy of the personal information disclosed and must commit to perform the duties honestly, seriously 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 to be disclosed includes:

28.1.1. Full name, date of birth;

28.1.2. Qualification;

28.1.3. Working process;

28.1.4. Other management titles (including the position in the Board of Directors of other companies);

28.1.5. Interests related to the Company and its related parties;

28.1.6. Other information (if any) as stipulated in the company's charter;

28.1.7. Public companies must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and company-related interests of the candidate for the Board of Directors (if any).

28.2. A shareholder or group of shareholders owning ten percent (10%) of the total number of ordinary shares or more has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

28.3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as prescribed in clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall recommend additional candidates or organize nominations according to the provisions of the Company's Charter, internal Regulations on corporate governance and operation Regulations of the Board of Directors. The recommendation of additional candidates of 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 provision of law.

28.4. Members of the Board of Directors must meet the standards and conditions stipulated in clauses 1, clause 2 Article 155 of the Law on Enterprises and the Company's Charter.



**Article 29. Number, composition and term of office of members of the Board of Directors**

29.1. The number of members of the Board of Directors is at least three (03) people and at most eleven (11) people, including: (01) a Chairperson of the Board of Directors, (01) a Vice Chairperson of the Board of Directors, members and independent members. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of the Company in each period.

29.2. The term of office of a member of the Board of Directors shall not exceed (05) five years; members of the Board of Directors 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 a company for no more than two (02) consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace and take over their job.

29.3. The structure of the Board of Directors must ensure that at least one third (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 concurrently holding executive positions of the Company to ensure the independence of the Board of Directors.

29.4. The total number of independent members of the Board of Directors must ensure the following provisions:

29.4.1. Having at least one (01) independent member in case the Company has from three (03) to five (05) members of the Board of Directors;

29.4.2. Having at least two (02) independent members in case the Company has from six (06) to eight (08) members of the Board of Directors;

29.4.3. Having at least three (03) independent members in case the Company has from nine (09) and to (11) members of the Board of Directors.

29.5. A member of the Board of Directors is no longer a member of the Board of Directors in the case of being removed, dismissed, replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

29.6. The appointment of members of the Board of Directors must be disclosed in accordance with provisions of law on disclosure of information on the stock market.

29.7. Members of the Board of Directors are not necessarily shareholders of the Company

29.8. The Board of Directors is elected by the General Meeting of Shareholders on the principle of cumulative voting.

### **Article 30. Rights and obligations of the Board of Directors**

30.1. The Board of Directors is the management body of the Company, has full authority on behalf of the Company to decide and exercise the rights and perform obligations of the Company, except for the rights and obligations falling within the authority of the General Meeting of Shareholders.

30.2. The rights and obligations of the Board of Directors are prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

30.2.1. Being responsible to shareholders for the company's activities;

30.2.2. Equal treatment for all shareholders and respect for the interests of those who have interests related to the Company;

30.2.3. Ensuring that the company's operations comply with the provisions of law, the Charter and internal regulations of the Company;

30.2.4. Deciding on the strategy, medium-term development plan and annual business plan of the Company;

30.2.5. Proposing the type of shares and the total number of shares to be offered for sale of each type;

30.2.6. Deciding to sell unsold shares within the number of shares to be offered for sale of each type; deciding to raise additional capital in other forms;

30.2.7. Deciding the selling price of shares and bonds of the Company;

30.2.8. Deciding to repurchase shares according to the provisions of clauses 1 and clause 2 Article 133 of the Law on Enterprises;

30.2.9. Deciding on investment plans and investment projects within its own rights and limit as prescribed by law;

30.2.10. Deciding on solutions for market development, marketing and technology;

30.2.11. Passing purchase, sale, borrowing and lending contracts and other contracts and transactions valued at thirty-five percent (35%) or more of the total value of assets recorded in the most recent financial statements of the Company except for contracts and transactions within the authority 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;

30.2.12. Electing, removing, dismissing the Chairperson, Vice Chairperson of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts with the General Director and manager and other positions as prescribed in the Charter and internal documents of the Company as provided for in the Company's Charter; deciding the salary, remuneration, bonus and other benefits of such managers; appointing an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, deciding on the remuneration and other benefits of such persons;



30.2.13. Supervising, directing the General Director and manager in running the daily business of the Company;

30.2.14. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, transaction offices, representative offices and on contribution of capital, purchase of shares in other enterprises;

30.2.15. Approving the program, content of documents in service of a meeting of the General Meeting of Shareholders, convening the meeting of the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to pass a resolution;

30.2.16. Submitting the audited annual financial statements to the General Meeting of Shareholders;

30.2.17. Proposing the level of dividends to be paid; deciding on the time limit and procedures for paying dividends or dealing with losses arising in the course of business;

30.2.18. Proposing the reorganization and dissolution of the company, requesting bankruptcy of the Company;

30.2.19. Formulating internal Regulations on Corporate governance, Regulations on operation of the Board of Directors to submit to the General Meeting of Shareholders for approval in accordance with provisions of law and deciding to issue these Regulations after being passed by the General Meeting of Shareholders; Deciding to issue the Regulations on operation of the Departments/Subcommittees/units under under the Board of Directors; Regulations on information disclosure of the company.

30.2.20. Monitoring and preventing conflicts of interest of members of the Board of Directors, members of the Board of Supervisors, the General Director and manager, including the misuse of company assets and abuse of transactions with related parties;

30.2.21. Appointment of person in charge of corporate governance;

30.2.22. Setting up departments or appointing people to perform risk management tasks as prescribed in Article 11 of Circular 121/2020/TT-BTC dated December 31, 2020 and internal audit tasks as prescribed in Clause 3, Clause 4 Article 9 of Circular 121/2020/TT-BTC dated December 31, 2020 (and amended and supplemented documents from time to time);

30.2.23. Other rights and duties as prescribed by law and the Company's Charter.

30.3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities (and amended and supplemented documents from time to time).

30.4. The Board of Directors shall approve resolutions and decisions in the form of voting at meetings or collecting opinions in writing, email, fax, and other electronic means in accordance with the Regulation on Operation of the Board of Directors and BSC's internal

regulations from time to time. Each member of the Board of Directors has one vote of equal value.

**Article 31. Salary, remuneration, bonus and other benefits of members of the Board of Directors**

31.1. The company has the right to pay remuneration and bonus to members of the Board of Directors according to business results and efficiency.

31.2. Members of the Board of Directors are entitled to remuneration for work and bonuses. Remuneration for work is calculated according to the number of working days which are necessary to complete the tasks of a member of the Board of Directors and the daily rate of remuneration. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total amount of remuneration and bonus for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

31.3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with provisions of law on corporate income tax, shown in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

31.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other jobs outside the scope of normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum salary, wage, commission, percentage of profit or in other forms as decided by the Board of Directors.

31.5. Members of the Board of Directors have the right to be paid all travel, accommodation, meals and other reasonable expenses that they have had to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

31.6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the company's Charter.

**Article 32. Criteria and conditions for being a member of the Board of Directors**

32.1. Members of the Board of Directors must meet the following criteria and conditions:

32.1.1. Not falling into objects prohibited from establishing and managing enterprises in Vietnam in accordance with the Enterprise Law;

32.1.2. Having professional qualifications and experience in business management and in the fields of securities, finance, banking and not necessarily being a shareholder of the Company;



32.1.3. Members of the Board of Directors of a company may concurrently be members of the Board of Directors of up to five (05) other companies;

32.1.4. Members of the Board of Directors must not concurrently be members of the Board of Directors, members of the Members' Council, or the General Directors (Directors) of another securities company;

32.1.5. Members of the Board of Directors must not be persons related to the family of the General Director and manager of the Company; of the manager, the person competent to appoint the manager of the parent company.

32.2. Independent members of the Board of Directors must meet the following criteria and conditions:

32.2.1. Not being a person who is working for the company, its parent company or its subsidiary; not being a person who has worked for the company, its parent company or its subsidiary for at least three (03) preceding years;

32.2.2. Not being a person who is currently entitled to salary, remuneration from the company, except for allowances that a member of the Board of Directors is entitled to as prescribed;

32.2.3. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, biological child, adopted child, biological sibling is a major shareholder of the company; is a manager of the company or its subsidiary;

32.2.4. Not being a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the company;

32.2.5. Not being a person who used to be a member of the Board of Directors or Board of Supervisors of the company for at least the five (5) preceding years, except for the case of being appointed for two (02) consecutive terms.

32.3. Independent members of the Board of Directors must notify the Board of Directors of the fact that they no longer fully satisfy the conditions stipulated in Clause 32.2 of this Article and shall automatically no longer be independent members of the Board of Directors from the date of failure to satisfy all the criteria and conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer satisfy the criteria and conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or to replace independent members of the Board of Directors within six (06) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

### **Article 33. Chairperson of the Board of Directors, Vice Chairperson of the Board of Directors**

33.1. The Chairperson, Vice Chairperson of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the members of the Board of Directors.

33.2. The Chairperson of the Board of Directors must not concurrently be the General Director of the Company.

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

33.3.1. Formulating program, plan of activities of the Board of Directors;

33.3.2. Preparing agenda, content, documents for the meeting; convening, presiding over and acting as chairperson of the Board of Directors meetings;

33.3.3. Organizing the passing of resolutions, decisions of the Board of Directors;

33.3.4. Supervising the process of organizing the implementation of resolutions, decisions of the Board of Directors;

33.3.5. Being chairman of the General Meeting of Shareholders;

33.3.6. Other rights and obligations as prescribed by law and the Company's Charter.

33.4. In case the Chairperson of the Board of Directors submits a resignation letter or is dismissed, removed, the Vice Chairperson takes the place of Chairperson to be rights of Chairperson of the Board of Directors under the law and Company's Charter until the new one shall be elected. The Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or decision of dismissal, removal.

33.5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform obligations of the Chairperson of the Board of Directors according to the principles stipulated in the Company's Charter. In case no authorized person or the Chairperson of the Board of Directors is deceased, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a compulsory drug rehabilitation establishment, compulsory education establishment, flees from place of residence, is restricted or lost capacity for civil acts, has difficulties in cognition or behavior control, is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one (01) person from among the members to hold the Chairperson of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

#### **Article 34. Meetings of the Board of Directors**

34.1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the date of the end of the election of such Board of Directors. This meeting is convened and presided by the member with the highest number or percentage of votes. In case more than one member has the highest number or percentage votes and equal, the members elect according to the principle of majority to choose one (01) of them to convene a meeting of the Board of Directors.

34.2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings.



34.3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

34.3.1. At the request of the Board of Supervisors or an independent member of the Board of Directors;

34.3.2. At the request of the General Director or at least five (05) other managers;

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

34.3.4. Other cases decided by the Board of Directors in the Regulation on operation of the Board of Directors.

34.4. The request stipulated in Clause 34.3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decided within the authority of the Board of Directors.

34.5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request stipulated in clause 34.3 of this Article. In case of failure to convene a meeting at the request, the Chairperson of the Board of Directors shall be responsible for damage caused to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

34.6. The Chairperson of the Board of Directors or the convenor of the meeting of the Board of Directors must send a notice of meeting invitation at least three (03) working days before the date of the meeting. The notice of meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. Enclosed with the notice of meeting invitation, there must be documents used at the meeting and votes of members.

34.7. The notice of meeting invitation of the Board of Directors may be sent by invitation letter, by telephone, by fax, by electronic means or by other methods stipulated by the company's Charter and shall be guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

34.8. The Chairperson of the Board of Directors or the convenor shall send the notice of meeting invitation and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

34.9. A meeting of the Board of Directors is conducted when three quarters (3/4) of the total number of members attend the meeting. In case the meeting convened for the first time is insufficient members attending the meeting as prescribed, it may be convened a second time within seven (07) days from the intended date of the first meeting. In this case, the meeting will be conducted if more than half (1/2) of the members of the Board of Directors attend the meeting.

34.10. The Board of Directors meeting may be held in the form of an online conference (video or tele-conference) between Board members when all or some members are in different locations, provided that each participating member can:

34.10.1. Hear every other Board member participating in the meeting speak; and

34.10.2. If desired, this Board member can speak to all other attendees simultaneously.

The exchange between members may take place directly via telephone, through other communication means, or a combination of all these methods. A Board member participating in such a meeting is considered to be "present" at the meeting. In this case, the meeting location shall be the place where the largest group of Board members gather, or if no such group exists, it is the location where the Chairperson of the meeting is present.

34.11. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

34.11.1. Attending and voting directly at the meeting;

34.11.2. Authorizing others to attend the meeting and vote as prescribed in clause 34.13 of this Article;

34.11.3. Attending and voting through videoconferences, electronic voting or other electronic means;

34.11.4. Sending votes to the meeting by letter, fax, email;

34.11.5. Sending votes by other means as stipulated in the company's Charter.

34.12. In case of sending votes to the meeting via mail, the votes must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 1 hour before the opening. Votes may be opened only in the presence of all attendees.

34.13. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

34.14. Resolutions, decisions of the Board of Directors shall be passed if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairperson of the Board of Directors.

#### **Article 35. Meeting minutes of the Board of Directors**

35.1. Meetings of the Board of Directors must be recorded in minutes and may be sound recorded or recorded and kept in other electronic forms. Minutes must be made in Vietnamese and may also be made in a foreign language, including the following principal contents:

35.1.1. Name, head office address, code number of enterprise;



35.1.2. Meeting time, location;

35.1.3. Purpose, agenda and content of the meeting;

35.1.4. Full name of each member attending the meeting or authorized person to attend the meeting and meeting method; full names of members not attending the meeting and reasons;

35.1.5. The issue discussed and voted on at the meeting;

35.1.6. Summarizing the statements of opinions of each member attending the meeting in chronological order of the meeting;

35.1.7. Voting results in which clearly stating the members voting for, against and abstention;

35.1.8. The issue passed and corresponding percentage of votes for passing;

35.1.9. Full name and signature of the chairperson and the minute recorder, except for the case stipulated in clause 35.2 of this Article.

35.2. In case the chairperson, the minute recorder refuses to sign the meeting minutes but if all other members of the Board of Directors attending the meeting sign and have all the contents as stipulated at points from 35.1.1 to 35.1.8 of this Article, the minutes of the meeting take effect.

35.3. The chairperson, the minute recorder and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

35.4. Minutes of meetings of the Board of Directors and documents used in the meeting must be kept at the head office of the company.

35.5. Minutes made in Vietnamese and in a foreign language have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

#### **Article 36. Dismissal, removal, replacement and addition of members of the Board of Directors**

36.1. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

36.1.1. Failing to satisfying the criteria and conditions as stipulated in Article 33 of this Charter;

36.1.2. Having a resignation letter approved;

36.1.3. Other cases as prescribed by law.

36.2. The General Meeting of Shareholders removes a member of the Board of Directors in the following cases:

36.2.1. Not participating in activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

36.2.2. Other cases as prescribed by law.

36.3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; dismiss, remove members of the Board of Directors, except for the cases stipulated in Clauses 36.1 and 36.2 of this Article.

36.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

36.4.1. The number of members of the Board of Directors is reduced by more than one third compared to the number stipulated in the company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;

36.4.2. The number of independent members of the Board of Directors is reduced, not ensuring the ratio as stipulated in this Charter;

36.5. Except for the cases stipulated at points 36.4.1 and 36.4.2 of this Article, the General Meeting of Shareholders elects a new member to replace the member of the Board of Directors who has been dismissed, removed at the nearest meeting.

36.6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

#### **Article 37. Company Secretary**

When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

37.1. Supporting to organize the General Meeting of Shareholders, the Board of Directors; recording meeting minutes;

37.2. Supporting members of the Board of Directors in the performance of their assigned rights and obligations;

37.3. Supporting the Board of Directors in applying and implementing corporate governance principles;

37.4. Supporting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with the obligation to provide information, publicizing information and administrative procedures;

37.5. Other rights and obligations at the request of the Board of Directors.

#### **Article 38. Person in charge of corporate governance**

38.1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the Company Secretary as stipulated in Article 37 of the Charter.

38.2. The person in charge of corporate governance must not concurrently work for an approved auditing company that is auditing the Company's financial statements.



39.3. The person in charge of corporate governance has the following rights and obligations:

38.3.1. Advising the Board of Directors in holding the meeting of the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

38.3.2. Preparing meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;

38.3.3. Advising on the procedure of meetings;

38.3.4. Attending meetings;

38.3.5. Consulting procedures for making resolutions of the Board of Directors in accordance with provisions of law;

38.3.6. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;

38.3.7. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

38.3.8. Acting as the point of contact with stakeholders;

38.3.9. Confidentiality of information in accordance with the provisions of law and the Company's Charter;

38.3.10. Other rights and obligations as prescribed by law and the Company's Charter.

#### **Article 39. Supporting committees of the Board of Directors**

39.1. The Board of Directors can set up an affiliated committee to take charge of development policy, human resources, salary, bonus, internal audit, risk management. The number of members of the committee is decided by the Board of Directors to ensure compliance with legal regulations. The activities of the committee must comply with the regulations of the Board of Directors. Resolutions of the committee will only take effect when a majority of members attend and vote for passing at the meeting of the committee.

39.2. The implementation of decisions of the Board of Directors, or of a committee directly under the Board of Directors must be consistent with current legal provisions and provisions of the company's Charter, internal regulations on corporate governance.

### **SECTION III – GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 40. Organization of the management apparatus**

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision, direction of the Board of Directors in the daily business of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant. The appointment, dismissal, removal of the above titles must be approved by resolutions, decisions of the Board of Directors.

#### **Article 41. Executives of the Company**

41.1. Executives of the Company include the General Director, Deputy General Director, Chief Accountant.

41.2. At the request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and criteria consistent with the Company's management structure and regulations as stipulated by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its operational and organizational objectives.

#### **Article 42. Appointment, dismissal, duties and rights of the General Director**

42.1. The Board of Directors appoints one member of the Board of Directors or hires another person to act as the General Director.

42.2. The General Director is the person who runs the company's day-to-day business; under the supervision of the Board of Directors; takes responsibility to the Board of Directors and to the law for the performance of assigned rights and obligations.

42.3. The term of the General Director shall not exceed 5 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

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

42.4.1. Deciding on issues related to the company's day-to-day business that are not under the authority of the Board of Directors;

42.4.2. Organizing the implementation of resolutions, decisions of the Board of Directors;

42.4.3. Organizing the implementation of the company's business plan and investment plan;

42.4.4. Proposing organizational structure plan, internal management regulations of the company;

42.4.5. Appointing, dismissing, removing managerial positions in the company, except for those under the authority of the Board of Directors;



42.4.6. Deciding salary and other benefits for employees in the company, including managers under the appointment authority of the General Director;

42.4.7. Labor recruitment;

42.4.8. Proposing a plan to pay dividends or deal with business losses;

42.4.9. Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.

42.5. The General Director must manage the day-to-day business of the company in accordance with provisions of law, the company's Charter, the labor contract signed with the company and the resolutions, decisions of the Board of Directors. In case of operating contrary to the provisions of this Clause, causing damage to the company, the General Director shall be responsible before the law and must compensate for the damage to the company.

42.6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting approve and appoint a new General Director to replace.

#### **Article 43. Assistance to the General Director**

43.1. Assisting the General Director are the Deputy General Directors, Chief Accountant and other positions hired, contracted, appointed, dismissed, removed the General Director.

43.2. The Deputy General Director is an assistant to the General Director in the management and operation of one or several areas of operation of the company as assigned by the General Director, reports and is responsible to the General Director and before the law on the tasks assigned by the General Director.

43.3. The Chief Accountant assists the General Director in directing the accounting, statistical work of the Company and has the rights and obligations as prescribed by law.

#### **Article 44. Criteria and conditions to be General Director, Deputy General Director**

44.1. The General Director of the Company must meet the following criteria and conditions:

44.1.1. Not being prohibited from establishing and managing enterprises in accordance with the Law on Enterprises;

44.1.2. The General Director must not concurrently work for other securities companies, fund management companies or other enterprises; The General Director must not be a member of the Board of Directors or a member of the Members' Council of another securities company.

44.1.3. The General Director must meet the criteria stipulated in Clause 5 Article 74 of the Law on Securities.

44.1.4. Other criteria and conditions as prescribed by law.

44.2. The Deputy General Director of the Company must meet the following standards and conditions:

44.2.1. The Deputy General Director of a securities company must not concurrently work for other securities companies, fund management companies or other enterprise.

44.2.2. The Deputy General Director in charge of operations must meet the criteria stipulated in Clause 5 Article 74 of the Law on Securities.

44.2.3. Other criteria and conditions as prescribed by law.

#### **Article 45. Salary, bonus and other benefits of the General Director**

The Board of Directors decides the salary, bonus and other benefits of the General Director according to the business results and performance.

Salary, bonus and other benefits of the General Director are shown in a separate section in the annual financial statements of the company and must be reported to the General Meeting of Shareholders at the regular meeting.

#### **Article 46. Dismissal, removal of the General Director**

The General Director is dismissed, removed in the following cases:

46.1. No longer satisfying the criteria and conditions to be the General Director as stipulated in this Charter;

46.2. Having a resignation letter;

46.3. According to the decision of the Board of Directors;

46.4. Other cases as prescribed by law.

#### **Article 47. Internal Control Department under the General Director**

47.1. The Company must establish an internal control department under the Board of Directors. The internal control system includes the apparatus, independent and specialized personnel, processes.

47.2. The Internal Control Department under the General Director is responsible for controlling the compliance:

47.2.1. Inspecting, supervising 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, of related departments and securities practitioners in the Company;

47.2.2. Supervising 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 Company's employees; supervising the implementation of responsibilities of officers, employees in the company, performing the responsibility of partners for authorized activities;



47.2.3. Inspecting the content and supervising the implementation of the code of professional ethics;

47.2.4. Supervising the calculation and compliance with financial safety regulations;

47.2.5. Separating the client's assets;

47.2.6. Preserving, keeping customer's assets;

47.2.7. Controlling the compliance with the provisions of the law on prevention and combat of money laundering;

47.2.8. Other contents as assigned by the General Director.

47.3. The company must establish an internal control system including organizational structure, internal processes and regulations applicable to all positions, units, departments and activities of the company in order to ensure objectives:

47.3.1. The securities company's operations comply with the provisions of the Law on Securities and related documents;

47.3.2. Guaranteeing the interests of customers;

47.3.3. The securities company's operations are safe and efficient; protecting, managing, safely and effectively using assets and resources;

47.3.4. An honest, reasonable, complete and timely financial and management information system; truthfulness in the preparation of the company's financial statements.

47.4. Requirements for human resource of the Internal Control Department under the General Director

47.4.1. Arranging at least 01 employees as the compliance controller;

47.4.2. The head of the Internal Control Department must be a person with professional qualifications in law, accounting, auditing, with sufficient experience, reputation, authority to effectively perform the assigned tasks;

47.4.3. Not being related to the heads of specialized departments, professional performers, the General Director (Director), Deputy General Director (Deputy Director), branch director in a securities company;

47.4.4. Possessing a professional certificate in Securities and Stock Market Basics or a Securities Practice Certificate, and a professional certificate in Law on securities and securities market;

47.4.5. Not concurrently holding other jobs in the securities company.

## **SECTION IV – BOARD OF SUPERVISORS**

### **Article 48. Rights and obligations of the Board of Supervisors**

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

48.1. Proposing, recommending the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; deciding on an approved audit organization to inspect the Company's operations, remove and dismiss the approved auditor when deeming it necessary.

48.2. Being responsible to shareholders for its supervisory activities.

48.3. Supervising the financial position of the Company, the compliance with the law in the activities of the members of the Board of Directors, the General Director and other managers

48.4. Ensuring coordination with the Board of Directors, General Director and shareholders.

48.5. In case of detecting violations of law or violations of the company's Charter by members of the Board of Directors, General Director and other executives of the enterprise, the Board of Supervisors must notify in writing the Board of Directors within forty-eight (48) hours, requesting the violator to stop the violation and take measures to remedy the consequences.

48.6. Developing the Regulation on operation of the Board of supervisors and submit it to the General Meeting of Shareholders for passing.

48.7. Reporting at the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

48.8. Having the right to access files, documents of the Company kept at the head office, branches and other locations; having the right to go to the workplace of the manager and employee of the Company during working hours.

48.9. Having the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to provide fully, accurately, promptly information and documents on management, administration and business activities of the Company.

48.10. Other rights and obligations as prescribed by law.

### **Article 49. The Board of Supervisors' right to be provided with information**

49.1. Documents and information must be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

49.1.1. Notice of meeting invitation, opinion form of members of the Board of Directors and enclosed documents;



49.1.2. Resolutions, decisions and meeting minutes of the General Meeting of Shareholders, the Board of Directors;

49.1.3. Report of the General Director submitted to the Board of Directors or other documents issued by the company.

49.2. Supervisors have the right to access files, documents of the company kept at the head office, branches and other locations; having the right to visit the workplace of the company's managers and employees during working hours.

49.3. The Board of Directors, members of the Board of Directors, the Director or General Director, other managers must provide fully, accurately and promptly information, documents on the management, operation and business activities of the company at the request of the Supervisor or the Board of Supervisors.

#### **Article 50. Salary, remuneration, bonus and other benefits of Supervisors**

50.1. Supervisors are paid salary, remuneration, bonus and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonus, other benefits and the annual operating budget of the Board of Supervisors;

50.2. Supervisors are paid for meals, accommodation, travel, expenses for using independent consulting services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

50.3. Salaries and operating expenses of the Board of Supervisors are included in the company's business expenses in accordance with provisions of the law on corporate income tax and other relevant laws and must be made in a separate section in the company's annual financial statements.

#### **Article 51. Nomination, candidacy for members of the Board of Supervisors (Supervisors)**

51.1. The nomination, candidacy of members of the Board of Supervisors shall comply with the provisions of clauses 28.1, clause 28.2 Article 28 of this Charter.

51.2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not enough, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination according to the provisions of the company's Charter, Internal Regulations on corporate governance and Operation Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with provisions of law.

## **Article 52. Composition and term of the Board of Supervisors**

52.1. The Board of Supervisors of the Company has from three (03) to five (05) supervisors. The specific number of members of the Board of Supervisors will be decided by the General Meeting of Shareholders in accordance with the Company's operational requirements from time to time. The term of the Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

52.2. In case Supervisors have the same time of term ending, but a new-term Supervisor has not been elected, the Supervisor whose term has expired will continue to exercise/perform rights and obligations until the new-term Supervisor is elected and takes on the tasks.

## **Article 53. Operation method and meetings of the Board of Supervisors**

53.1. The Board of Supervisors must develop a supervisory process and must be passed by the General Meeting of Shareholders.

53.2. The Board of Supervisors must meet at least two (02) times in a year. The meeting minutes must be truthfully, fully recorded meeting contents and must be kept in accordance with regulations;

53.3. The number of members attending the meeting is at least two thirds (2/3) of the members of the Board of Supervisors. Minutes of the Board of Supervisors meeting are clearly formulated. The minute recorder and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors.

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

53.5. When detecting that a member of the Board of Directors, a member of the General Director Committee violates the law, the company's Charter, leading to infringing upon the rights and interests of the company, shareholders, Owners or customers, the Board of Supervisors is responsible for requesting an explanation within a certain time or requesting the convening of the General Meeting of Shareholders to resolve. Regarding violations of the law, the Board of Supervisors must report in writing to the State Securities Commission within seven (07) working days from the date of detection of violations.

## **Article 54. Criteria of Supervisors**

54.1. Supervisors must have the following criteria and conditions:

54.1.1. Not falling into objects to the provisions of clause 2 Article 17 of the Law on Enterprises;



54.1.2. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major appropriate for the business activities of the enterprise;

54.1.3. Not being a person with a family relationship with members of the Board of Directors, General Director and other managers;

54.1.4. Not being a company manager; not necessarily being a shareholder or employee of the company;

54.1.5. Not working in the accounting, finance department of the company;

54.1.6. Not being a member or employee of an audit organization approved to audit the company's financial statements in the three (03) preceding years;

54.1.7. Not being a person with a family relationship with the corporate manager of the company and its parent company; the representative of the capital portion of the enterprise, the representative of the state capital portion in the parent company and in the company.

54.1.8. Other criteria and conditions as prescribed by relevant laws and the Company's Charter.

54.2. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the enterprise's business activities. The head of the Board of Supervisors of a company must not concurrently be a member of the Board of Supervisors or a manager of another securities company

#### **Article 55. Dismissal, removal of Supervisors**

55.1. A member of the Board of Supervisors is dismissed in the following cases:

55.1.1. No longer satisfying the criteria and conditions to be a Supervisor as stipulated in Article 55 of this Charter;

55.1.2. Having a resignation letter and being approved.

55.2. A member of the Board of Supervisors is removed in the following cases:

55.2.1. Failing to complete assigned tasks, work;

55.2.2. Failing to exercise/perform his/her rights and duties for six (06) consecutive months, except for force majeure cases;

55.2.3. Repeatedly violating, seriously violating the Supervisor's obligations accordance with provisions of the Law on Enterprises and the Company's Charter;

55.2.4. Other cases according to the resolution of the General Meeting of Shareholders.

#### **Article 56. Head of the Board of Supervisors**

56.1. The head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, dismissal, removal on the principle of majority. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam. The head of

the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the enterprise's business activities.

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

56.2.1. Convening a meeting of the Board of Supervisors;

56.2.2. Requesting the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

56.2.3. Preparing and signing the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

**Article 57. Responsibilities of members of the Board of Directors, members of the Board of Supervisors, General Director and other Executives**

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are responsible for performing their duties, including those as members of sub-committees of the Board of Directors honestly, carefully for the benefit of the Company.

**Article 58. Responsibility to be honest and avoid conflicts of interest**

58.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must publicize related interests in accordance with provisions of the Law on Enterprises and relevant legal documents.

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

58.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are obliged to notify in writing the Board of Directors, the Board of Supervisors of transactions between the company, subsidiaries, a company in which a public company holds control over fifty percent (50%) or more of the charter capital with that object or with its related persons as prescribed by law. Regarding the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with provisions of the law on securities on information disclosure.

58.4. A member of the Board of Directors may not vote on a transaction that benefits such member or related person of such member in accordance with provisions of the Law on Enterprises and the Company's Charter.

58.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects are not allowed to use or disclose to other person's internal information to perform related transactions.



58.6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, General Director, other executives and individuals, organizations related to these objects are not invalidated in the following cases:

58.6.1. Regarding transactions with a value of less than or equal to 35% of the total value of assets recorded in the most recent financial statements, the important contents of the contracts or transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives were 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 relevant interests;

58.6.2. Regarding a transaction with a value greater than 35% or a transaction leading the value of the transaction arising within 12 months from the date of performance of the first transaction with a value of 35% or more of the total recorded asset value in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives announced to shareholders and passed by the General Meeting of Shareholders by votes of shareholders who have no relevant interests.

**Article 59. Approval of contracts, transactions between the Company and related persons**

59.1. The General Meeting of Shareholders or the Board of Directors approves contracts, transactions between the company and the following related persons:

59.1.1. Shareholders, authorized representatives for shareholders being organizations owning more than 10% of the total number of ordinary shares of the company and their related persons;

59.1.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons;

59.1.3. Enterprises that members of the Board of Directors, Supervisors, General Director and other managers of the company must declare according to the provisions of clause 2 Article 164 of the Law on Enterprises.

59.2. The Board of Directors approves contracts or transactions with a value of less than 35% or transactions leading to the total value of transactions arising within 12 months from the date of performance of the first transaction with a value of less than 35 % of the total value of assets recorded in the most recent financial statement between the Company and the objects stipulated in 59.1 of this Article. In this case, the representative of the company signing a contract, transaction must notify the members of the Board of Directors, the Supervisor of the entities related to such contract, transaction and enclose the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract, transaction within fifteen (15) days from the date of receipt of the notice; Members of the Board of Directors who have interests related to the parties in the contract, transaction do not have the right to vote.



59.3. The General Meeting of Shareholders approves the following contracts and transactions:

59.3.1. Contracts and transactions other than contracts, transactions stipulated in clause 59.2 of this Article;

59.3.2. Contracts, transactions of borrowing, lending and selling assets with a value greater than ten percent (10%) of the total value of assets of the enterprise recorded in the most recent financial statement between the company and shareholders owning from fifty-one percent (51%) of the total number of voting shares or more or a related person of such shareholder.

59.4. In case of approving a contract, transaction as prescribed in clause 59.3 of this Article, the representative of the company signing the contract, transaction must notify the Board of Directors and the Supervisor of the entities related to the contract, transaction and enclose with a draft contract or a notice of the main content of the transaction. The Board of Directors submits the draft contract, transaction or explains on the main content of the contract, transaction at the meeting of the General Meeting of Shareholders or collects shareholders' opinions in writing. In this case, shareholders with interests related to the parties in the contract, transaction do not have the right to vote; the contract, transaction is approved according to the provisions of clauses 1 and clause 4 Article 148 of the Law on Enterprises.

59.5. Contracts, transactions are invalidated under court decisions and handled in accordance with provisions of law when they are signed in contravention of this Article; the person signing the contract, the transaction, the shareholder, member of the Board of Directors or the General Director involved must jointly compensate for damage incurred, return to the company the profit earned from the performance of such contract, transaction.

59.6. The company must publicize related contracts, transactions in accordance with provisions of relevant law.

#### **Article 60. Responsibilities for damage and compensation**

60.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who violate obligations, responsibilities for honesty and prudence, fail to fulfill their obligations shall be responsible for damage caused by their own violation acts.

60.2. The Company indemnifies those who have been, are or may become a related party to complaints, lawsuits, prosecutions (including civil, administrative matters and not lawsuits filed by the Company) if that person was or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive, an employee or an authorized representative of the Company who has or is currently performing his or her duties as authorized by the Company, acting honestly, prudently for the interests of the Company on the basis of compliance with the law and without verifiable evidence that the person has breached his or her responsibilities.



## **CHAPTER 5. RIGHT TO LOOK UP COMPANY BOOKS AND DOSSIERS**

### **Article 61. Right to look up books and dossiers**

61.1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:

61.1.1. Ordinary shareholders have the right to review, look up and extract information about names and contact addresses in the list of voting shareholders; request correction of his/her incorrect information; review, look up, extract or copy the company's charter, meeting minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

61.1.2. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, look up and extract the book of minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, transactions approved by the Board of Directors and other documents, except for documents related to trade secrets, business secrets of the Company.

61.2. In case the authorized representative of a shareholder and a group of shareholders requests to look up the books and dossiers, the power of attorney of the shareholder and the group of shareholders he/she represents or a notarized copy of the power of attorney must be attached.

61.3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders and other books, dossiers of the Company for purposes related to his or her position provided that this information is kept confidential.

61.4. The Company must keep this Charter and amendments supplements of this Charter, the Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents as prescribed by law at the head office or another place provided that shareholders and the business registration agency are informed of the location where these documents are kept.

61.5. The Company's Charter must be disclosed on the company's website.

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

### **Article 62. Employees and Trade Union**

62.1. The General Director must make a plan for the Board of Directors to approve issues related to the recruitment, dismissal, salary, social insurance, welfare, reward and discipline for employees and business executives.

62.2. The General Director must make a plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards, practices and policies, practices and policies stipulated in this Charter, the Company's regulations and provisions of current laws.



## CHAPTER 7. PROFIT DISTRIBUTION

### Article 63. Profit distribution

63.1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from retained earnings of the Company.

63.2. The Company does not pay interest on dividends or payments related to a type of stock.

63.3. The Board of Directors may recommend the General Meeting of Shareholders to pass the payment of all or part of dividends in shares and the Board of Directors is the agency to implement this decision.

63.4. Where dividends or other payments related to a type of stock are paid in cash, the Company must pay in Vietnam Dong. The payment can be made directly or through banks on the basis of detailed bank account information provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to that shareholder. The payment of dividends for shares listed/registered for trading at the Vietnam Exchange can be made through a securities company or Vietnam Securities Depository and Clearing Corporation.

63.5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution, decision to determine a specific date to close the list of shareholders. Pursuant to that date, persons registered as shareholders or holders of other securities are entitled to receive dividends in cash or stock, notices or other documents.

63.6. Other issues related to profit distribution are carried out in accordance with the law.

## **CHAPTER 8. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME**

### **Article 64. Bank accounts**

64.1. The Company opens accounts at Vietnamese banks or at foreign bank branches authorized to operate in Viet Nam.

64.2. According to the prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with provisions of law.

64.3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

### **Article 65. Fiscal year**

The Company's fiscal year begins on January 1 of each calendar year and ends on December 31 of each calendar year. The first fiscal year begins from the date of issuance of the License for establishment and operation and ends on December 31 of that year.

### **Article 66. Accounting regime**

66.1. The accounting system used by the Company is the Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance, in compliance with the accounting system for securities Companies issued by the Ministry of Finance and current guidelines documents. The Company is subject to the inspection of the State agency on the implementation of the accounting - statistical regime.

66.2. The company makes accounting books in Vietnamese. The Company will keep accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.

66.3. The Company uses Vietnam Dong as the currency used in accounting



## **CHAPTER 9. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES**

### **Article 67. Annual, semi-annual and quarterly financial statements**

67.1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The Company discloses audited annual financial statements in accordance with provisions of law on disclosure of information on the stock market and submits it to competent state agencies.

67.2. The annual financial statements must include all reports, appendices, explanations in accordance with provisions of law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operations.

67.3. The Company must prepare and disclose the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to competent state agencies.

### **Article 68. Annual report**

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

## CHAPTER 10. COMPANY AUDIT

### Article 69. Audit

69.1. The General Meeting of Shareholders appoints an independent auditing company or passes the list of independent auditing companies and authorizes the Board of Directors to decide to choose one of these units to audit the financial statements of the Company for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

69.2. The audit report is attached to the Company's annual financial statements.

69.3. Independent auditors who audit the Company's financial statements are entitled to attend the meeting of the General Meeting of Shareholders and are entitled to receive notices and other information related to the meeting of the General Meeting of Shareholders and to express opinions at the general meeting on issues related to the audit of the Company's financial statements.



## CHAPTER 11. SEAL OF THE ENTERPRISE

### Article 70. Seal of the enterprise

70.1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with provisions of the law on electronic transactions.

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

70.3. The Board of Directors, General Director shall use and manage the seal in accordance with the Company's regulations and current law.

## **CHAPTER 12. COMPANY REORGANIZATION, LIQUIDATION, DISSOLUTION AND BANKRUPTCY**

### **Article 71. Company reorganization**

71.1. The Company performs division, separation, consolidation, merger and transformation after obtaining the approval of SSC.

71.2. The order, procedures for consolidation, merger, transformation shall comply with the provisions of the Enterprise Law, the Law on Securities and relevant law.

### **Article 72. Dissolution**

72.1. The Company may be dissolved or terminated operation in the following cases:

72.1.1. The General Meeting of Shareholders decide to dissolve before the term. In case the Company dissolves before the term of operation, it must be approved by the SSC;

72.1.2. The Company no longer has the minimum number of shareholders (for joint stock companies) within six (06) consecutive months as prescribed by the Enterprise Law;

72.1.3. The SSC withdraws its establishment and operation License or it is announced the dissolution by the Court.

72.2. The Company can only be dissolved when it guarantees to pay off all debts and other property obligations. In case of insolvency, the Company must dissolve in accordance with the provisions of the Bankruptcy Law and its guiding documents.

72.3. The Board of Directors establishes a Liquidation Committee to handle the Company's assets at the time of dissolution. All issues arising in the process of dissolution shall be resolved by the Liquidation Committee and responsible for its decisions to the Board of Directors and the law.

### **Article 73. Operational extension**

73.1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

73.2. The term of operation is extended when the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting of the General Meeting of Shareholders vote for.

### **Article 74. Liquidation**

74.1. At least six (06) months before the end of the term of operation of the Company or after there is a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of (03) three members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee will prepare its operating regulations. The members of the Liquidation Committee may be selected from



among Company employees or independent experts. All expenses related to liquidation will be prioritized by the Company to be paid before other debts of the Company.

74.2. The Liquidation Committee is responsible for reporting to the business registration agency on the date of establishment and the date of commencement of operation. From that time, the Liquidation Committee will represent the Company in all work related to the liquidation of the Company before the Courts and administrative agencies.

74.3. Proceeds from the liquidation will be paid in the following order:

74.3.1. Liquidation costs;

74.3.2. Debts of salary, severance allowance, social insurance and other benefits of employees under the collective labor agreement and signed labor contract;

74.3.3. Tax debt;

74.3.4. Other debts of the Company;

74.3.5. The remaining balance after paying all debts from Articles 74.3.1 to 74.3.4 of this Charter will be distributed to shareholders. Redeemable preferred shares will be paid first.

#### **Article 75. Bankruptcy**

The bankruptcy of the Company is carried out in accordance with the provisions of the law on bankruptcy for enterprises operating in the field of finance, securities.

## **CHAPTER 13. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 76. Supplement and amendment of the charter**

76.1. The supplements, amendments of this Charter must be considered, decided by the General Meeting of Shareholders, except for the cases of automatic update under this Charter.

76.2. In case there are provisions of law related to the operation of the Company not mentioned in this Charter or in case there are new provisions of law different from those in this Charter, the provisions of such law are automatically applied and govern the operation of the Company.



## CHAPTER 14. EFFECTIVE DATE

### Article 77. Effective date

77.1. This Charter consists of 14 Chapters, 77 Articles, passed by the General Meeting of Shareholders of the BIDV Securities Joint Stock Company, takes effect from April, 18, 2025 in Hanoi and jointly approved the full effect of this Charter.

77.2. The Charter is made in 05 originals with the same value and must be kept at the head office of the Company.

77.3. This Charter is the sole and official of the Company.

77.4. Copies or extracts of the Company's Charter must be signed by the Chairperson of the Board of Directors or at least (1/2) one-half of the total number of members of the Board of Directors to be valid.

LEGAL REPRESENTATIVE  
GENERAL DIRECTOR



NGUYEN DUY VIEN

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**BIDV SECURITIES  
JOINT STOCK COMPANY**

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

No. 310/QD-BSC

Hanoi, April 18, 2025

### **DECISION**

**Re: Promulgation of Internal Regulation on Company Administration**

#### **BOARD OF DIRECTORS OF BIDV SECURITIES JOINT STOCK COMPANY**

*Pursuant to the Charter of BIDV Securities Joint Stock Company;*

*Pursuant to Resolution No. 01/NQ-DHDCD dated April 18, 2025 of the General Meeting of Shareholders;*

*To meet the requirements of management in accordance with the organizational and operational model of the BIDV Securities Joint Stock Company.*

#### **HEREBY DECIDES:**

**Article 1.** To promulgate, together with this Decision, the "Internal Regulation on Company Administration" of BIDV Securities Joint Stock Company.

**Article 2.** This Decision takes effect from the date of its signing and replaces Decision No 969/QD-BSC date December 17, 2024 of the Board of Directors of BIDV Securities Joint Stock Company on Promulgating the Internal Regulation on Company Administration.

**Article 3.** Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, Head of Departments at Headquarter, Branch Director, and related units and individuals are responsible for the implementation of this Decision.

#### **Recipients:**

- As Article 3;
- Board of Supervisors;
- Archive at: BSC, BODs' Office,

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



**Ngo Van Dzung**



**INTERNAL REGULATION  
ON COMPANY ADMINISTRATION**

*(Issued together with Decision No. 340/QĐ-BSC dated April 18, 2025  
of the Board of Directors of BIDV Securities Joint Stock Company)*

*Hanoi, April 18, 2025*

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## **CHAPTER 1. GENERAL PROVISIONS**

### **Article 1. Scope of regulation and subjects of application**

1.1. Scope of regulation: Internal Regulation on Company Administration stipulate the contents of the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, exemption and dismissal of members of the Board of Directors, Board of Supervisors , General Director and other activities in accordance with the Company's Charter and other current provisions of law.

1.2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Supervisors, General Director and related persons.

### **Article 2. Interpretation of terms**

Words or terms used in this Regulation have the meanings given to them in the Charter of BSC.





## **CHAPTER 2. GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. General Meeting of Shareholders**

3.1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year and within four (04) months from the end of the financial year. Unless otherwise provided for in the Company's Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

3.2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on issues in accordance with the law and the Company's Charter, especially through the audited annual financial statements. In the event that the Company's audit report of annual financial statement contains material exceptions, conflicting opinions or objections, the Company must invite a representative of an approved auditing organization conducting the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

3.3.1. The Board of Directors considers it necessary for the benefit of the Company;

3.3.2. The number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum number of members as prescribed by law;

3.3.3. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is made in many copies and has all the signatures of the relevant shareholders;

3.3.4. At the request of the Board of Supervisors;

3.3.5. Other cases as prescribed by law and Company's Charter.

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### **3.4. Convening the Extraordinary General Meeting of Shareholders**

3.4.1. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or remaining members of the Board of Supervisors as specified at Point 3.3.2 of this Article or receiving the request specified at Points 3.3.3 and 3.3.4 of this Article;

3.4.2. In case the Board of Directors does not convene the General Meeting of Shareholders as prescribed at Point 3.4.1 of this Article, within the next thirty (30) days, the Board of Supervisors replaces the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Law on Enterprises;

3.4.3. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point 3.4.2 of this Article, the shareholder or group of shareholders specified at Point 3.3.3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter;

3.4.4. Procedures for holding the General Meeting of Shareholders are as prescribed in Clause 5, Article 140 of the Law on Enterprises and the Company's Charter.


### **Article 4. Rights and obligations of General Meeting of Shareholders**

Rights and obligations of the General Meeting of Shareholders comply with the provisions of law and the Company's Charter.

### **Article 5. Authorization to attend the General Meeting of Shareholders**

5.1. Shareholders, authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals and organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

5.2. The authorization for an individual or organization to attend the General Meeting of Shareholders according to the provisions of Clause 1 of this Article must be made in writing. The power of attorney is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual and organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the authorization duration, signatures of the authorizing party and the authorized party.





5.3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when attending the meeting. In case of re-authorization, the meeting attendee must present the original authorization document (which shows the content allowing the authorized person to re-delegate to another person) of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

5.4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs:

5.4.1. The authorizer has died, has limited civil act capacity or has lost his civil act capacity;

5.4.2. The principal has cancelled the appointment of the authorization;


5.4.3. The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

#### **Article 6. Meeting convening, meeting agenda and invitation to the General Meeting of Shareholders**

6.1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes the Extraordinary General Meeting of Shareholders according to the cases specified in Clause 17.3, Article 17 of the Company's Charter.

6.2. The invitation to the General Meeting of Shareholders is sent to all shareholders by a method to ensure it reaches the contact address of the shareholder, and at the same time published on the website of the Company and the State Securities Commission, Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening of the meeting (from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted at the meeting are sent to shareholders and/or posted on the Company's website. In case the document is not attached to the notice of the General Meeting of Shareholders, the



meeting invitation must clearly state the link to all meeting documents for shareholders to access, including:

6.2.1. Meeting agenda, documents used in the meeting;

6.2.2. List and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election thereof);

6.2.3. Votes;

6.2.4. Draft resolutions for each issue in the meeting agenda.

6.3. Shareholders or groups of shareholders as prescribed in Clause 15.2, Article 15 of the Company's 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 meeting. The proposal must clearly state the name of shareholders, the number of each class of shares of the shareholder, and the issues proposed to be included in the agenda.

6.4. The convener of the General Meeting of Shareholders has the right to refuse the proposals specified in Clause 6.3 of this Article if it falls into one of the following cases:

6.4.1. The proposal is sent not in accordance with the provisions of Clause 6.3 of this Article;

6.4.2. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (05%) or more of the ordinary shares as prescribed in Clause 15.2 Article 15 of the Company's Charter;

6.4.3. The proposed issue is not within the scope of the decision-making authority of the General Meeting of Shareholders;

6.4.4. Other cases as prescribed by law and this Charter.

6.5. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 6.3 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 6.4 of this Article; the proposal is officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

## **Article 7. Conditions and formalities of the meeting and voting at the General Meeting of Shareholders**

Conditions and formalities of the meeting and voting at the General Meeting of Shareholders shall comply with the provisions of law and the Company's Charter.

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**Article 8. Authority and procedure for adopting Resolutions of the Shareholders' Meeting in form of consulting opinion in writing**

8.1. The Board of Directors has the right to collect written opinions of shareholders to adopt all issues within the competence of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the company.

8.2. The order and procedures for collecting shareholders' written opinions shall comply with the provisions of the Company's Charter and this Regulation.

8.3. A resolution shall be passed in the form of collecting written opinions of shareholders if it is approved by the number of shareholders holding more than fifty percent (50%) of the total number of votes of all shareholders with voting rights and has the same value as the resolution passed at the General Meeting of Shareholders.

**Article 9. Order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of face-to-face conference with an online conference**

Based on the situation of each period, the Board of Directors may decide on the form of the General Meeting of Shareholders in the form of an online conference or a combination of face-to-face conference with an online conference. The order and procedures for the General Meeting of Shareholders to approve a resolution by means of an online conference or a combination of a face-to-face conference with an online conference shall comply with the Regulation on guiding electronic voting of the Company, the Company's Charter, the provisions of the Law on Enterprises, the Law on Securities and relevant legal documents.

**Article 10. Resolutions and Minutes of the General Meeting of Shareholders**

10.1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. Minutes must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

10.1.1. Name, head office address, enterprise code;

10.1.2. Time and place of the General Meeting of Shareholders;

10.1.3. Agenda and contents of the meeting;

10.1.4. Full name of the chairperson and secretary;

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10.1.5. Summary of the meeting progress and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;

10.1.6. Number of shareholders and total number of votes of shareholders attending the meeting, Appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;

10.1.7. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, for, against or blank votes; the corresponding ratio on the total number of votes of shareholders attending the meeting;

10.1.8. The issues passed and the respective percentage of votes passed;

10.1.9. Full name and signature of the chairperson and secretaries. In case the chairperson or a secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Article. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

10.2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretaries of the meeting or other persons who sign the minutes must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

10.3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content of the minutes in Vietnamese shall prevail.

10.4. Resolutions, Minutes of the General Meeting of Shareholders, Appendix of the list of shareholders registered to attend the meeting with signatures of shareholders, written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on disclosure of information on the securities market and must be kept at the head office of the Company.

#### **Article 11. Method of protesting, requesting cancellation of minutes and resolutions of the General Meeting of Shareholders**

11.1. Shareholders voting against resolutions on the reorganization of the Company or changes in the rights and obligations of shareholders specified in the Company's Charter have the right to request the Company to redeem their shares in accordance with the

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provisions of the Charter. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for requesting the company to redeem.

11.2. A request for the Company to redeem shares must be sent in writing to the Company within 10 (ten) days from the date of the General Meeting of Shareholders approves the resolution on the matters specified in Clause 11.1 of this Article.

11.3. Within 90 (ninety) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the vote counting results to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders owning 5% or more the total number of ordinary shares or more has the right to request a Competent Court or Arbitrator to consider and annul the decision of the General Meeting of Shareholders in the cases specified in the Law on Enterprises and the Company's Charter. All costs related to the procedure for requesting annulment of a resolution of the General Meeting of Shareholders shall be paid by the requester.

11.4. In the case specified in Clause 11.3 of this Article, such resolutions shall remain effective until another decision is made by the Court or Arbitrator, except for the application of provisional emergency measures under the decision of a competent authority.



### **CHAPTER 3. BOARD OF DIRECTORS**

#### **Article 12. Nomination and self-nomination of members of the Board of Directors**

12.1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for shareholders to learn about these candidates before voting. Each candidate for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be disclosed includes:

12.1.1. Full name, date, month and year of birth;

12.1.2. Qualifications;

12.1.3. Working process;

12.1.4. Other management titles (including the positions of the Board of Directors of other companies);

12.1.5. Interests related to the Company and its related parties;

12.1.6. Other information (if any) as prescribed in the Company's Charter;

12.1.7. The public companies must be responsible for disclosing information about the companies in which the candidates are holding the position of member of the Board of Directors, other management positions and interests related to the of the candidates for the Board of Directors (if any).

12.2. The shareholder or group of shareholders owning at least ten percent (10%) of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

12.3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still not enough as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations according to the provisions of the Company's Charter, Internal Regulation on company administration and Operation Regulation of the Board of Directors. The introduction of more candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors in accordance with the law.





12.4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

**Article 13. Number, composition and term of office of members of the Board of Directors**

13.1. The number of members of the Board of Directors is at least three (03) people and at most eleven (11) people, including: (01) a Chairman of the Board of Directors, (01) a Vice Chairman of the Board of Directors, independent members and members. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of the Company in each period.

13.2. The term of office of a member of the Board of Directors shall not exceed (05) five years; members of the Board of Directors 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 two (02) consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace and take over the job.

13.3. The structure of the Board of Directors must ensure that at least one third (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 concurrently holding executive positions of the Company to ensure the independence of the Board of Directors.


13.4. The total number of independent members of the Board of Directors must ensure the following provisions:

13.4.1. Have at least one (01) independent member in case the Company has between three (03) and five (05) members of the Board of Directors;

13.4.2. Have at least two (02) independent members in case the Company has between six (06) and eight (08) members of the Board of Directors;

13.4.3. Have at least three (03) independent members in case the Company has between nine (09) and eleven (11) members of the Board of Directors.

13.5. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event of being exempted, dismissed or replaced by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.



13.6. The appointment of members of the Board of Directors must be disclosed in accordance with the law on disclosure of information on the stock market.

13.7. Members of the Board of Directors are not necessarily shareholders of the Company

13.8. The Board of Directors is elected by the General Meeting of Shareholders on the principle of cumulative voting.

#### **Article 14. Rights and obligations of the Board of Directors**

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

14.2. The rights and obligations of the Board of Directors are prescribed by the Company's Charter and the other provision of the law.


#### **Article 15. Salaries, remunerations, bonuses and other benefits of members of the Board of Directors**

15.1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.

15.2. Members of the Board of Directors are entitled to remunerations and bonuses. Remuneration is calculated according to the number of working days necessary to complete the tasks of a member of the Board of Directors and the remuneration per day. The Board of Directors estimates the remuneration of each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

15.3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate section in the Company's annual financial statements and must report to the General Meeting of Shareholders at the annual meeting.

15.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other jobs beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a fixed salary, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.





15.5. Members of the Board of Directors have the right to be paid all expenses of travel, accommodation, meals and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

15.6. The members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company's Charter.

#### **Article 16. Qualification of members of the Board of Directors**

16.1. Members of the Board of Directors must meet the following criteria and conditions:

16.1.1. Not be prohibited from establishing and managing enterprises in Vietnam in accordance with the Law on Enterprises;

16.1.2. Have professional qualifications, experience in business management or experience in the field of securities, finance, banking and not necessarily a shareholder of the Company;

16.1.3. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of up to five (05) other companies;

16.1.4. A member of the Board of Directors must not concurrently be a member of the Board of Directors, a member of the Members' Council, the General Director (Director) of another securities company;

16.2. Independent members of the Board of Directors must meet the following criteria and conditions:

16.2.1. Not be a person working for the company, its parent company or its subsidiary; is not a person who has worked for the company, its parent company or its subsidiary for at least three (03) consecutive years;

16.2.2. Not be a person receiving salary or remuneration from the company, except for the allowances that the members of the Board of Directors are entitled to as prescribed;

16.2.3. Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or siblings is a major shareholder of the company; or is a manager of the company or its subsidiary;

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16.2.4. Not be a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the company;

16.2.5. Not be a person who used to be a member of the Board of Directors or Board of Supervisors of the company for at least the previous five (05) years, except for the case of being appointed continuously for two (02) terms.

16.3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the conditions specified in Clause 16.2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date of not meeting the criteria and conditions. The Board of Directors must notify the case that an independent member of the Board of Directors no longer fully meets the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receiving the notice of the relevant independent member of the Board of Directors.

#### **Article 17. Chairman, Vice Chairman of the Board of Directors**

17.1. The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the members of the Board of Directors.

17.2. The Chairman of the Board of Directors must not concurrently be the General Director of the Company.

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

17.3.1. Formulate program and plan of activities of the Board of Directors;

17.3.2. Prepare agenda, content and documents for the meeting; convene, preside over and act as chairman of the meeting of the Board of Directors;

17.3.3. Organize the adoption of resolutions and decisions of the Board of Directors;

17.3.4. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

17.3.5. Chairman of the General Meeting of Shareholders;

17.3.6. Other rights and obligations as prescribed by law and the Company's Charter.

17.4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the

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Board of Directors in accordance with the law and the Company's Charter until the new Chairman of the Board of Directors is elected. The Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or decision of dismissal, removal.

17.5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the Company's Charter. In case the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are deceased, are missing, are detained, are serving a prison sentence, are serving administrative handling measures at a compulsory drug rehabilitation establishment, compulsory education establishment, flees from place of residence, is restricted or lost capacity for civil acts, has difficulties in cognition or behavior control, is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one (01) person from among the members to hold the Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

#### **Article 18. Meetings of the Board of Directors**

The order and procedures for a meeting of the Board of Directors shall comply with the provisions of the Company's Charter, the Operation Regulation of the Board of Directors and the provisions of law.

#### **Article 19. Exemption, dismissal, replacement and addition of members of the Board of Directors**

19.1. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

19.1.1. Fail to meet the standards and conditions as prescribed in Article 16 of this Regulation;

19.1.2. A resignation letter is given and approved;

19.1.3. Other cases as prescribed by law.

19.2. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

19.2.1. Not participate in activities of the Board of Directors for 6 consecutive months, except for force majeure cases;



19.2.2. Other cases as prescribed by law.

19.3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace the members of the Board of Directors; exempt or dismiss members of the Board of Directors, except for the cases specified in Clauses 19.1 and 19.2 of this Article.

19.4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

19.4.1. The number of members of the Board of Directors is reduced by more than one third compared to the number specified in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one third;

19.4.2. The number of independent members of the Board of Directors is reduced, not guaranteed the ratio as prescribed in Company's Charter;

19.5. Except for the cases specified at Points 19.4.1 and 19.4.2 of this Article, the General Meeting of Shareholders elects a new member to replace the member of the Board of Directors who has been exempted or dismissed at the nearest meeting.

19.6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

## **Article 20. Company Secretary**

When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

20.1. Support to organize the General Meeting of Shareholders and meetings of the Board of Directors; and record meeting minutes;

20.2. Support members of the Board of Directors in the exercise of their assigned rights and obligations;

20.3. Support the Board of Directors in applying and implementing Company Administration principles;

20.4. Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;

20.5. Other rights and obligations at the request of the Board of Directors.

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## **Article 21. Person in charge of company administration**

21.1. The Board of Directors must appoint at least one (01) person in charge of company administration to support Company Administration at the enterprise. The person in charge of company administration may concurrently act as the company secretary according to the provisions of Article 37 of the Company's Charter.

21.2. The person in charge of company administration must not concurrently work for an approved auditing company that is auditing the financial statements of the Company.

21.3. The person in charge of company administration has the following rights and obligations:

21.3.1. Advise the Board of Directors in organizing the General Meeting of Shareholders according to regulations and relevant works between the Company and shareholders;

21.3.2. Prepare meetings of the Board of Directors, Board of Supervisors and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;

21.3.3. Advise on the procedure of meetings;

21.3.4. Attend meetings;

21.3.5. Advise on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;

21.3.6. Provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and members of Board of Supervisors;

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

21.3.8. Act as the point of contact with stakeholders;

21.3.9. Keep information confidential in accordance with the provisions of law and the Company's Charter;

21.3.10. Other rights and obligations as prescribed by law and the Company's Charter.

## **Article 22. Supporting Sub-committees of the Board of Directors**

22.1. The Board of Directors can set up an affiliated Sub-committee to take charge of development policy, human resources, salary and bonus, internal audit, risk management, the number of members of the committee is decided by the Board of Directors to ensure compliance with legal regulations. The committee's activities must comply with the

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regulations of the Board of Directors. Resolutions of the committee will only take effect when a majority of members attend and vote for approval at the meeting of the committee.

22.2. The implementation of decisions of the Board of Directors, or of a committee directly under the Board of Directors must be in accordance with the current legal provisions and provisions of the Company's Charter, Internal regulations on company administrations.

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## **CHAPTER 4. BOARD OF SUPERVISORS**

### **Article 23. Rights and obligations of the Board of Supervisors**

23.1. The rights and obligations of the Board of Supervisors shall comply with the provisions of law and the Company's Charter.

23.2. In addition, the Board of Supervisors has the right to be provided with information, specifically as follows:

23.2.1. Documents and information must be sent to the Board of Supervisors at the same time and in the same manner as for members of the Board of Directors, including:

a. Meeting invitation, opinion form of members of the Board of Directors and enclosed documents;

b. Resolutions, decisions and meeting minutes of the General Meeting of Shareholders and the Board of Directors;

c. Report of the General Director submitted to the Board of Directors or other documents issued by the company.

23.2.2. Supervisors have the right to access files and documents of the company kept at the head office, branches and other locations; and have the right to go to the workplace of the company's managers and employees during working hours.

23.2.3. The Board of Directors, members of the Board of Directors, the Director or General Director, and manager as under the Company's Charter must provide fully, accurately and promptly information and documents on the management, administration and business activities of the company at the request of the Supervisor or the Board of Supervisors.

### **Article 24. Salary, remunerations, bonuses and other benefits of Supervisors**

24.1. Supervisors are paid salary, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remunerations, bonuses and other benefits and the annual operating budget of the Board of Supervisors;

24.2. Supervisors are paid for meals, accommodation, travel, expenses for using independent consulting services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;



24.3. Wages and operating expenses of the Board of Supervisors are included in the company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be included in a separate section in the company's annual financial statements.

#### **Article 25. Nomination and self-nomination of members of the Board of Supervisors (Member)**

25.1. The self-nomination and nomination of members of the Board of Supervisors shall be carried out in the same manner as prescribed in Clauses 28.1 and 28.2, Article 28 of the Company's Charter.

25.2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is not enough, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination according to the provisions of the Company's Charter, Internal regulation on company administrations and Operation regulation of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **Article 26. Composition and term of the Board of Supervisors**

26.1. The Board of Supervisors of the Company has from three (03) to five (05) supervisors. The specific number of members of the Board of Supervisors will be decided by the General Meeting of Shareholders in accordance with the Company's operational requirements from time to time. The term of the Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms

26.2. In case the Supervisors end their term at the same time, but the Supervisor of the new term has not been elected, the Supervisor whose term has expired will continue to exercise his/her rights and obligations until the Supervisor for the new term is elected and takes her/his duties.

#### **Article 27. Operation method and meetings of the Board of Supervisors**

The operation method of the Board of Supervisors is carried out in accordance with the provisions of the Company's Charter, the Operation Regulation of the Board of Supervisors and the Control Process approved by the General Meeting of Shareholders.

#### **Article 28. Standards of Supervisors**

28.1. Supervisors must have the following standards and conditions:





28.1.1. Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

28.1.2. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major suitable to the business activities of the enterprise;

28.1.3. Not being a person with a family relationship with the members of the Board of Directors, the General Director and manager;

28.1.4. Not be a company manager; and not be necessarily a shareholder or employee of the company;

28.1.5. Not work in the accounting and finance department of the company;

28.1.6. Not be a member or employee of an audit organization approved to audit the company's financial statements for the previous 3 years;

28.1.7. Not being a person with a family relationship with the corporate manager of the company and the parent company; the representative of the capital portion of the enterprise, the representative of the state capital portion at the parent company and at the company.

28.1.8. Other standards and conditions as prescribed by relevant laws and the Company's Charter.

28.2. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise. The head of the Board of Supervisors of the company must not concurrently be a member of the Board of Supervisors or a manager of another securities company.

#### **Article 29. Exemption and dismissal of Supervisors**

29.1. A member of the Board of Supervisors shall be dismissed in the following cases:

29.1.1. No longer meet the standards and conditions to be a Supervisor as prescribed in Article 28 of Company's Charter;

29.1.2. A resignation letter is given and approved.

29.2. A member of the Board of Supervisors is dismissed in the following cases:

29.2.1. Fail to complete assigned tasks or works;

29.2.2. Fail to perform his/her rights and duties for six (06) consecutive months, except in case of force majeure;

29.2.3. Repeated violations, serious violations of the Supervisor's obligations under the provisions of the Enterprise Law and the Company's Charter;

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29.2.4. Other cases according to the resolution of the General Meeting of Shareholders.

### **Article 30. Head of the Board of Supervisors**

30.1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among the Supervisors; election, exemption and dismissal are on the principle of majority. The Board of Supervisors must have more than half of the Supervisors residing in Vietnam. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to business activities of the enterprise.

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

30.2.1. Convene a meeting of the Board of Supervisors;

30.2.2. Request the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;

30.2.3. Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

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## **CHAPTER 5. GENERAL DIRECTOR**

### **Article 31. Appointment, dismissal, duties and powers of the General Director**

31.1. The Board of Directors appoints one member of the Board of Directors or hires another person to act as the General Director.

31.2. The General Director is the person who runs the company's daily business; under the supervision of the Board of Directors; takes responsibility before the Board of Directors and before the law for the performance of assigned rights and obligations.

31.3. The term of the General Director shall not exceed 5 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

31.4. The General Director has rights and obligations as prescribed by law and the Company's Charter.

31.5. The General Director must manage the daily business of the company in accordance with the law, the Company's Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of operating contrary to the provisions of this Clause, causing damage to the company, the General Director shall be responsible before law and must compensate for the damage to the company.


31.6. The Board of Directors has the right to appoint, dismiss, sign contracts, terminate contracts with the General Director and appoint a new General Director to replace. The announcement of appointment, dismissal, contract signing and contract termination for the General Director shall comply with the law on information disclosure of listed companies.

### **Article 32. Standards and conditions to be the General Director**

The General Director of the Company must meet the following standards and conditions:

32.1. Not be prohibited from establishing and managing enterprises in accordance with the Law on Enterprises;

32.2. The General Director must not concurrently work for a securities company, fund management company or another enterprise; The General Director must not be a member of the Board of Directors or a member of the Members' Council of another securities company.



32.3. The General Director must meet the standards specified in Clause 5, Article 74 of the Law on Securities.

32.4. Other standards and conditions as prescribed by law.

**Article 33. Salary, bonus and other benefits of the General Director**

The Board of Directors decides the salary, bonus and other benefits of the General Director according to the results and business performance.

Salaries, bonuses and other benefits of the General Director are shown in a separate section in the company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 34. Exemption and dismissal of the General Director**

The General Director is exempted or dismissed in the following cases:

34.1. No longer meet the standards and conditions to be the General Director as prescribed in this Article;

34.2. Have a resignation letter;

34.3. According to the decision of the Board of Directors;

34.4. Other cases as prescribed by law.

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**CHAPTER 6. OPERATION COORDINATION AMONG  
THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS  
AND THE GENERAL DIRECTOR**

**Article 35. Principles of coordination**

The Board of Directors, the Board of Supervisors and the General Director coordinate in operation according to the following principles:

- 35.1. Always for the common interests of the Company.
- 35.2. Strictly comply with relevant provisions of law, Charter and internal regulations of the Company.
- 35.3. Work with the highest sense of responsibility, honesty, cooperation and regular communication to solve problems and difficulties (if any).

**Article 36. Operation coordination among the Board of Directors, the Board of Supervisors and the General Director**

Specific regulations on the operation coordination among the Board of Directors, the Board of Supervisors and the General Director shall comply with the provisions of the Charter, Operation Regulation of the Board of Directors, Operation Regulation of the Board of Supervisors and other internal regulations of the Company.

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**CHAPTER 7. EVALUATION, ACTIVITIES OF REWARD AND DISCIPLINE  
FOR MEMBERS OF THE BOARD OF DIRECTORS,  
MEMBERS OF THE BOARD OF SUPERVISORS  
AND MEMBERS OF THE BOARD OF MANAGEMENT**

**Article 37. Performance evaluation of members of the Board of Directors, the Board of Supervisors and the Board of Management**

**37.1. Evaluation object**

37.1.1. The Board of Directors evaluates the activities of the members of the Board of Directors and the positions appointed by the Board of Directors.

37.1.2. The Board of Supervisors evaluates the activities of the members of the Board of Supervisors.

37.1.3. The General Director evaluates the activities of the positions appointed by the General Director.

**37.2. Implementation organization**

The evaluation of the activities of the members of the Board of Directors, the Board of Supervisors and the Executive Board is carried out on the basis of performance results, business orientation of the Company as assigned by the General Meeting of Shareholders and ensuring the principles of fairness, publicity and transparency.

**Article 38. Reward**

38.1. Members of the Board of Directors, the Board of Supervisors and the Executive Board with achievements in the management and administration of the Company and other assigned tasks will be considered and rewarded in accordance with the law and the Company.

38.2. Forms of reward, specific standards on reward forms, order and procedures for reward will be implemented in accordance with the Company's Regulation on emulation and commendation.

**Article 39. Discipline**

39.1. If the members of the Board of Directors, the Board of Supervisors and the Executive Board, in the course of performing their duties, violate the provisions of the law, the Company's Charter and other regulations of the Company, depending on the nature, severity and consequences of the violation, they will be disciplined in accordance with the law and/or the Company.

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39.2. The Board of Directors has the authority to decide on discipline for the positions appointed by the Board of Directors. The General Director has the authority to decide on discipline for the positions appointed by the General Director.

39.3. Principles of handling disciplinary violations, forms of handling disciplinary violations, order and procedures for handling disciplinary violations will be implemented in accordance with the Regulation on disciplinary handling and material responsibility of the Company.

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## CHAPTER 8. IMPLEMENTATION TERM

### Article 40. Implementation provisions

40.1. This Regulation consists of eight (08) Chapters and forty (40) Articles and takes effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

40.2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

40.3. In case there are provisions of the Law related to corporate governance that have not been mentioned in this Regulation, or there are new provisions of the Law; If the Company's Charter is different from or contradicts the provisions of this Regulation, such new provisions of the Law and the Company's Charter shall naturally be applied and adjusted to the Company's governance activities.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Ngo Van Dzung

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**BIDV SECURITIES  
JOINT STOCK COMPANY**

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

No. 311/QĐ-BSC

Hanoi, April 18, 2025

## **DECISION**

**Re: Promulgation of the Operation Regulation of the Board of Directors**

### **BOARD OF DIRECTORS OF BIDV SECURITIES JOINT STOCK COMPANY**

*Pursuant to the Charter of BIDV Securities Joint Stock Company;*

*Pursuant to Resolution No. 01/NQ-DHDCD dated April 18, 2025 of the 2025 Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company.*

### **HEREBY DECIDES:**

**Article 1.** To promulgate, together with this Decision, the "**Operation Regulation of the Board of Directors**" of BIDV Securities Joint Stock Company.

**Article 2.** This Decision takes effect from the date of its signing and replaces Decision No. 970/QĐ-BSC dated 17/12/2024 of the Board of Directors of BIDV Securities Joint Stock Company on Promulgating the Operation Regulation of the Board of Directors.

**Article 3.** Members of the Board of Directors, the General Director, Deputy General Director(s), the Chief Accountant, Managers of Departments at the Head Office, the Branch Director, the relevant units and individuals shall be responsible for the implementation of this Decision.

#### **Recipients:**

- As Article 3;
- Board of Supervisors
- Archive at BSC, BODs' Office;

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



*[Signature]*  
**Ngo Van Dung**

# **OPERATION REGULATION OF THE BOARD OF DIRECTORS**

*(Issued together with Decision No. 31/VQD-BSC dated April 18, 2025  
of the Board of Directors of BIDV Securities Joint Stock Company)*

## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Operation Regulation of the Board of Directors stipulate the organizational structure, operation principles, authorities and obligations of the Board of Directors and its members in order to operate according to provisions of the Law on Enterprises, the Company's Charter and other relevant laws.

2. Subjects of application: This Regulation is applicable to the Board of Directors and its members.

#### **Article 2. Operation principles of the Board of Directors**

1. The Board of Directors operates under a collective principle. Members of the Board of Directors assume individual responsibilities for their own work and jointly responsibility to the General Meeting of Shareholders, the law on the resolutions, decisions of the Board of Directors over the development of Company.

2. The Board of Directors assigns tasks to the General Director to arrange and run the implementation of the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Securities Law, relevant laws and the company's Charter, including the right to be provided with information and documents on the financial situation, business activities of the Company and of its units.

2. Members of the Board of Directors have obligations as prescribed in the company's Charter and the following obligations:

a) To perform their duties in an honest and prudent manner for the best interests of shareholders and the Company;



b) To attend all meetings of the Board of Directors and provide opinions on the issues to be discussed;

c) To timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;

d) To report to the Board of Directors, at the latest meeting, the transactions between the Company, its subsidiaries and other companies in which the Company holds control over 50% or more of the charter capital with members of the Board of Directors and related persons of such member; transactions between the Company and such company of which a member of the Board of Directors is a founding member or manager of the enterprise during the last 3 years before the time of the transaction;

dd) To make information disclosure when conduct transactions of shares of the Company in accordance with the law.

3. Independent members of the Board of Directors of a listed company must make an evaluation report on the operation of the Board of Directors.

#### **Article 4. Right of members of the Board of Directors to be provided with information**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director(s) and managers in the Company to provide information and documents on the financial situation and business activities of the Company and its units.

2. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the company's Charter.

#### **Article 5. Term of office and number of members of the Board of Directors**

1. The number of members of the Board of Directors is at least three (03) people and at most eleven (11) people, including: (01) a Chairman of the Board of Directors, (01) a Vice Chairman of the Board of Directors, independent members and members. The specific number of members of the Board of Directors will be decided by the General Meeting of Shareholders in accordance with the operational requirements of the Company in each period.

2. 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 a company for no more than 02 consecutive terms of office.

3. Where all members of the Board of Directors end their terms of office at the same time, such members will continue to be members of the Board of Directors until new members are elected to replace and take over the tasks, except otherwise provided for in the company's Charter.

4. The company's Charter specifies the number, rights, obligations, method of organization and coordination of activities of independent members of the Board of Directors.

#### **Article 6. Criteria and conditions for members of the Board of Directors**

1. Members of the Board of Directors must satisfy the following criteria and conditions:

a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Obtain professional qualifications, experience in business administration or in the fields of securities, finance, banking and not necessarily be a shareholder of the Company;

c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of up to five (05) other companies;

d) Member of the Board of Directors may not concurrently be a member of the Board of Directors, a member of the Members' Council, or the General Director (Director) of another securities company;

dd) Members of the Board of Directors must not be family members of the General Director and managers of the company; the manager, the person authorized to appoint managers of the parent company;

e) Other criteria and conditions according to the company's Charter.

2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:



a) Not be a person who is working for the Company, its parent company or its subsidiary; not be a person who has worked for the Company, its parent company or its subsidiary for at least 03 consecutive years;

b) Not be a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to receive according to regulations;

c) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling is a major shareholder of the Company; be a manager of the Company or its subsidiary;

d) Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

dd) Not be a person who used to be a member of the Board of Directors or the Board of Supervisors of the Company for at least previous 5 years, except for the case of being appointed for 2 consecutive terms;

e) Other criteria and conditions according to the company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors that they no longer fully satisfy the criteria and conditions specified in Clause 2 of this Article and are naturally no longer independent members of the Board of Directors from the date of failing to satisfy the criteria and conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer fully satisfy the criteria and conditions at the latest meeting of the General Meeting of Shareholders or must convene a meeting of the General Meeting of Shareholders to additionally elect or replace independent members of the Board of Directors within 06 months from the date of receiving the notice of the relevant independent members of the Board of Directors.

#### **Article 7. Chairman, Vice Chairman of the Board of Directors**

1. The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors is elected, dismissed, removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company must not concurrently be the General Director.

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

- a) Prepare action programs and plans of the Board of Directors;
- b) Prepare the agenda, contents and documents for the meeting; convene, preside over and act as chairman of meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing and implementing resolutions and decisions of the Board of Directors;
- dd) Act as the chairman of meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the law and the Company's Charter. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors replaces the Chairman of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the Company's Charter. In case the Chairman of the Board of Directors and the Vice Chairman of the Board of Directors are deceased, are missing, are detained, are serving a prison sentence, are serving administrative handling measures at a compulsory drug rehabilitation establishment, compulsory education establishment, flees from place of residence, is restricted or lost capacity for civil acts, has difficulties in cognition or behaviour control, is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one (01) person from among the members to hold the Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

5. When deeming it necessary, the Board of Directors shall decide to appoint the company secretary. The company secretary has the following rights and obligations:

- a) Assist in convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;



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

c) Assist the Board of Directors in applying and implementing company administration principles;

d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in the compliance with the obligation to provide information, publicize information and administrative procedures;

dd) Other rights and obligations as prescribed in the company's Charter.

#### **Article 8. Exemption, dismissal and supplement of members of the Board of Directors**

1. The General Meeting of Shareholders shall exempt a member of the Board of Directors in the following circumstances:

a) Such member fails to satisfy criteria and conditions of a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises.

b) Such member submitted a letter of resignation which was approved;

c) Other cases specified by laws and the company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following circumstances:

a) Such member fails to participate in activities of the Board of Directors for six (06) consecutive months, except for force majeure events;

b) Other cases specified by laws and the company's Charter.

3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; exempt or dismiss a member of the Board of Directors, other than the cases specified in Clauses 1 and 2 of this Article.

4. The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional member(s) of the Board of Directors in the following circumstances:

a) Number of members of the Board of Directors decreases by more than one third of the number specified in the Company's Charter. In this case, the Board of Directors

must convene a meeting of the General Meeting of Shareholders within 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, the ratio is not guaranteed as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the case specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace those who have been exempted or dismissed in the latest meeting.

#### **Article 9. Methods of election, exemption and dismissal of members of the Board of Directors**

1. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate a person to the Board of Directors. Unless otherwise provided for in the company's charter, the nomination of a person to the Board of Directors shall be as follows:

a) The ordinary shareholders forming a group to nominate a person to the Board of Directors must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, a shareholder or group of shareholders specified in this Clause is entitled to nominate one or several persons according to the decision of the General Meeting of Shareholders as a candidate for the Board of Directors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be decided by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize to nominate in accordance with provisions of the company's Charter, the Internal regulation on company administration and the Operation regulation of the Board of Directors. The introduction of more 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 the law.

3. Unless otherwise provided for in the company's Charter, the voting to elect members of the Board of Directors must be done by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of owned shares multiplied by the number of elected members of the Board of Directors and shareholders have the right to give all or part of their total votes to one or several candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates reaching the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or conducting selection according to the criteria on election regulations or the company's Charter.

4. The election, exemption and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

#### **Article 10. Notice of election, exemption and dismissal of members of the Board of Directors**

1. If the candidate for the Board of Directors has been identified, the Company must disclose 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 the shareholders can learn about these candidates before voting, candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of disclosed personal information and must commit to perform the duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working process;
- d) Other managerial titles (including the title of Board of Directors of other companies);

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

e) Other information (if any) as prescribed in the company's Charter;

g) The public company must be responsible for disclosing information about the companies in which the candidate is holding the position as a member of the Board of Directors, other managerial positions and interests related to the company of the candidate for the Board of Directors (if any).

2. The announcement on election, exemption and dismissal results of members of the Board of Directors shall comply with regulations guiding the information disclosure.

### **Chapter III**

#### **BOARD OF DIRECTORS**

##### **Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is the governing body managing the Company and has full authority to act on behalf of the Company to decide and exercise the rights and obligations of the company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors are prescribed by the law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide the strategy, medium-term development plan and annual business plan of the Company;

b) Propose classes of shares and total number of shares authorized to be offered for sale of each class;

c) Decide to sell unsold shares within the number of shares authorized to be offered for sale of each class; decide to raise additional capital in other forms;

d) Decide the selling price of shares and bonds of the Company;

dd) Decide to redeem shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and within the limits prescribed by law;

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



h) Approve purchase, sale, borrowing, lending agreements and other contracts, transactions valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company, unless the company's Charter stipulates a different ratio or value, and unless contracts and transactions fall under the discretion 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;

i) Elect, exempt and dismiss the Chairman, the Vice Chairman of the Board of Directors; appoint, exempt, conclude contracts, terminate contracts with the General Director and other important managers as provided for in the company's Charter; decide on the salaries, remunerations, bonuses and other benefits of such managers; appoint an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company and decide on the remuneration and other benefits of such persons;

k) Supervise and direct the General Director and managers in running the day-to-day business of the Company;

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

m) Approve the agenda, content of documents in service of a meeting of the General Meeting of Shareholders, convene a meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt a resolution;

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

o) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or dealing with losses incurred in the course of business;

p) Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;

q) Decide to issue the Operation Regulation of the Board of Directors, the Internal Regulation on Company administration after being approved by the General Meeting of Shareholders; decide to issue the Operation Regulation of the Committees/Sub-Committees/Units under the Board of Directors, the Regulation on information disclosure of the Company;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law and the company's Charter.

3. The Board of Directors shall adopt resolutions, make decisions by voting at the meeting, collect opinions in writing or in other forms prescribed by the company's Charter. Each member of the Board of Directors has one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to provisions of the law, the resolution of the General Meeting of Shareholders, or the company's Charter, causing damage to the Company, the members who agreed to approve such resolution or decision must be jointly and personally liable for such resolution or decision and must compensate damages to the Company; Members who object to the adoption of the above resolution are exempt from liability. In this case, shareholders of the Company have the right to request a Court to suspend the implementation of or to annul the aforesaid resolution or decision.

#### **Article 12. Duties and authorities of the Board of Directors in approving and concluding transaction contracts**

1. The Board of Directors approves contracts, transactions with a value of less than 35% or transactions leading to the total transaction value arising within 12 months from the date of the first transaction with a value less than 35% of the total value of assets recorded in the latest financial statement or a smaller percentage or value as prescribed in the company's Charter between the Company and one of the following entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, managers and related persons of these entities;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
- Enterprises related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.

2. Representative of the Company who signs a contract or transaction must notify the members of the Board of Directors and the Board of Supervisors of the entities involved in such contract or transaction and enclose the draft contract or main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice, unless otherwise



provided for in the company's Charter; members of the Board of Directors who have interests related to the parties in the contract or transaction have no right to vote.

**Article 13. Responsibilities of the Board of Directors in convening an extraordinary meeting of the General Meeting of Shareholders**

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

- a) The Board of Directors considers it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; The request to convene a meeting of the General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with the signatures of relevant shareholders or the written request made in many copies and contain full signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- dd. Other cases as prescribed by law and the company's Charter.

2. Convening an extraordinary meeting of the General Meeting of Shareholders

Unless otherwise provided for in the company's Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, remaining independent members of the Board of Directors or remaining members of the Board of Supervisors are less than the minimum number of members as prescribed in the company's Charter or from the date of receiving a request specified at Points c and d, Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders must perform the following tasks:

- a) Make a list of shareholders entitled to attend the meeting;
- b) Provide information and settle complaints related to the list of shareholders;
- c) Prepare the agenda and contents of the meeting;
- d) Prepare documents for the meeting;

dd) Prepare a draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and the Board of Supervisors;

e) Determine the time and venue of the meeting;

g) Send a notice of meeting invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

#### **Article 14. Decentralization and authorization of the Board of Directors**

The Board of Directors decentralizes and authorizes with specific limits for the Chairman of the Board of Directors and the General Director to perform the tasks of managing the day-by-day operations of the Company. The decentralization and authorization are expressed by the votes of members of the Board of Directors and approved in accordance with provisions of the Board of Directors on approving decisions of the Board of Directors; shall be made in writing in a form consistent with provisions of the law at the request of the General Director or in cases where the Board of Directors considers necessary. In cases where there is no decentralization or authorization of the Board of Directors, the maximum limit within the scope of the General Director's settlement in operating is the highest degree permitted by the law and BSC's Charter.

#### **Article 15. Sub-committees assisting the Board of Directors.**

1. The Board of Directors may establish a sub-committee to take in charge of development policy, human resources, salary and bonus, internal audit, and risk management. The number of members of a sub-committee is determined by the Board of Directors in accordance with provisions of the law. Activities of the sub-committee must comply with regulations of the Board of Directors. The resolution of a sub-committee will only take effect when the majority of members participate and vote "adopt" at a meeting of the sub-committee.

2. The implementation of decisions of the Board of Directors, or of a sub-committee under the Board of Directors, must be in conformity with current legal provisions and provisions of the company's Charter and Internal Regulation on corporate governance.



## **Chapter IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 16. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days after the completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member who gains the highest number or the highest percentage of votes. In case more than one member gains the same highest number or the same highest percentage of votes, the members shall elect by a majority principle to select 01 person among them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Board of Directors or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases prescribed by the company's Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; The person making the request has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of meeting invitation at least 03 working days before the meeting date, unless otherwise provided for in the company's Charter. The

notice of meeting invitation must specify the time and venue of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting invitation must be enclosed with the documents used at the meeting and the vote of members.

The notice of invitation to a meeting of the Board of Directors may be sent by letter of invitation, by telephone, by fax, by electronic means or by other methods prescribed by the Company's Charter and shall be guaranteed to reach the contact address of each member of the Board of Directors which has been registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting invitation and attached documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors is conducted when  $\frac{3}{4}$  of the total number of members attend the meeting. In case a meeting convened as prescribed in this Clause does not have enough attending members as prescribed, it may be convened for a second time within 07 days from the intended date of the first meeting, unless the Company's Charter stipulates a different shorter time limit. In this case, the meeting will be conducted if more than half of members of the Board of Directors attend the meeting.

9. The Board of Directors meeting may be held in the form of an online conference (video or tele-conference) between Board members when all or some members are in different locations, provided that each participating member can:

- a) Hear every other Board member participating in the meeting speak; and
- b) If desired, this Board member can speak to all other attendees simultaneously.

The exchange between members may take place directly via telephone, through other communication means, or a combination of all these methods. A Board member participating in such a meeting is considered to be "present" at the meeting. In this case, the meeting location shall be the place where the largest group of Board members gather, or if no such group exists, it is the location where the Chairperson of the meeting is present.

10. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:



- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote in accordance with Clause 12 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, members of the Board of Directors' email;
- dd) Send votes by other means as prescribed in the company's Charter.

11. In case of sending the vote to the meeting by mail, such vote must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least 1 hour before the opening of the meeting. The vote is only opened in the presence of all meeting attendees.

12. Members must attend all meetings of the Board of Directors. Members may authorize others to attend the meeting and vote if approved by a majority of members of the Board of Directors.

13. Unless the company's Charter stipulates a higher percentage, resolutions and decisions of the Board of Directors may be adopted if approved by a majority of the attending members; In case of a tie vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.

#### **Article 17. Organization of collecting written opinions from the Board of Directors**

1. The Chairman of the Board of Directors has the authority to decide on collecting written opinions from Board members to approve matters within the Board's jurisdiction.

2. The company secretary shall prepare the opinion collection form and the necessary documents related to the matters requiring consultation. The opinion collection form and accompanying documents must be delivered in person or via a secure method to reach the contact address of each Board member.

3. Voting method for Opinion Collection form:

a. The opinion collection form must include the following key contents: Name, head office address, business registration certificate number of BSC; purpose of opinion collection; full name of the Board member; subjects for consideration; voting options,

including: Approve, Disapprove, and No Opinion; deadline for submitting the opinion collection form; full name and signature of the Chairperson of the Board of Directors.

b. Board members may select only one of the three (03) voting options on the opinion collection form.

c. If a member of the Board of Directors does not choose any of the above three (03) voting options or does not send a valid Vote to the company within the prescribed time limit, such member is considered to have chosen the option "No opinion".

d. In case a member of the Board of Directors has selected one of the voting options but concurrently provide additional opinions attached to the voting option, the Company Secretary will summarize the opinions of such member of the Board of Directors according to the selected voting option, along with the additional comments in the Minute summarizing opinions.

4. A valid opinion collection form must be signed by member of the Board of Directors or sent from personal email of member of the Board of Directors and sent to BSC in accordance with regulations, clearly shows the opinions of a member of the Board of Directors and is marked for voting in accordance with regulations on the matter being consulted. Opinion collection forms in either of the two forms mentioned above shall have equal validity.

5. The authority to sign the proposal/report submitted to the Board of Directors for consultation belongs to the Board of Management, the head of Committees/Sub-Committees/Units under the Board of Directors, or other units as requested by the Board of Directors/Chairman of the Board of Directors in each specific case. The person signing the proposal/report submitted to the Board of Directors shall be responsible to the Board of Directors for their proposal and for the accuracy, completeness, and integrity of the presented content as well as the attached documents.

6. The company secretary participating in collecting written opinions from the Board of Directors members shall be jointly responsible for the honesty and accuracy of the minutes summarizing the opinions; and jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate opinion summaries.

7. Resolutions/Decisions shall be approved based on the written consent of the majority of Board of Directors members eligible to vote. Resolutions/Decisions approved through written opinion collection shall have the same validity and effect as



Resolutions/Decisions approved by the Board of Directors members at a duly convened and conducted Board of Directors meeting.

8. Responsibilities of relevant units in coordinating the written opinion collection process from the Board of Directors:

a) During the process of collecting written opinions from the Board of Directors, based on the review of the consultation dossier or the opinions of Board of Directors members, the company secretary has the right to request the proposing unit and/or units related to the consultation content to provide information, supplement documents, and reports to clarify the consultation content and complete the consultation dossier. The requested units shall be responsible for coordinating to provide complete information as requested by the company secretary and shall be responsible for the accuracy, integrity, and completeness of the information they provide.

b) The proposing unit requesting the consultation shall be responsible for providing consultation documents in both Vietnamese and English to the company secretary in cases when opinions need to be collected from foreign Board of Directors members and/or when the consultation dossier includes foreign-language documents. The content of the consultation documents in Vietnamese and English must be complete, accurate, and consistent. The person signing the proposal/report submitted to the Board of Directors shall be responsible for the accuracy, integrity, and completeness of the documents in both Vietnamese and English.

c) In case it is necessary for the written opinion collection process from the Board of Directors, the company secretary has the right to request the proposing unit to send the consultation dossier documents in electronic file format. The unit sending the electronic file must be responsible for ensuring the accuracy, completeness, consistency, and identical content between the electronic file and the hard-copy documents in the consultation dossier.

9. The written opinion request file kept at the Company Secretary includes the following documents:

a) Opinion collection form: original document

b) Documents attached to the Opinion collection form: stamped document

c) Supplementary documents, explanatory reports and responses to Board of Directors members' opinions (if any) as stipulated in Point a, Clause 7 of this Article: stamped document;

d) Minutes summarizing opinions: original document

e) Resolution/Decision of the Board of Directors (if any): stamped document;

f) Other documents as decided by the Board of Directors/Chairman of the Board of Directors.

#### **Article 18. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be made in minutes and may be recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may also be made in a foreign language, including the following principal contents:

a) Name, head office address, enterprise code;

b) Time and venue of the meeting;

c) Purpose, agenda and contents of the meeting;

d) Full name of each member attending the meeting or authorized person to attend the meeting and method to attend the meeting; full names of members not attending the meeting and reasons;

dd) Issues discussed and voted on at the meeting;

e) Summarize opinions of each member attending the meeting according to the order of developments of the meeting;

g) Voting results, clearly stating the members agreeing, disagreeing and abstaining;

h) Issues which have been passed and corresponding rate of approval;

i) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson, the person recording minutes refuse signing the meeting minutes, but if the minutes is signed by all other individual members of the Board of Directors who attend the meeting and contains all contents as prescribed at Points a, b, c, d, dd, e, g and h, clause 1 of this Article, this minute shall take effect.



3. The chairperson, the person recording the minutes and the signatories in the minutes must be responsible for the honesty and accuracy of the content of the meeting of the Board of Directors.

4. Minutes of meetings of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.

5. The minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the Vietnamese and foreign language versions, the content in the minutes in Vietnamese version shall prevail.

## **Chapter V**

### **REPORT AND DISCLOSURE OF BENEFITS**

#### **Article 19. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on business results of the Company;
- b) Financial statements;
- c) Report on assessing the management and administration of the Company;
- d) Appraisal report of the Board of Supervisors.

2. The report specified at Points a, b and c, Clause 1 of this Article must be submitted to the Board of Supervisors for approval no later than 30 days before the opening date of the Annual General Meeting of Shareholders unless otherwise provided for by the company's Charter.

3. The report specified in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders if the company's Charter does not provide for a longer time limit. Shareholders who own shares of the Company continuously for at least 01 year have the right to directly consider the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

#### **Article 20. Remuneration, bonus and other benefits of members of the Board of Directors**

1. The company has the right to make payment for remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to receive work remuneration and bonuses. Remuneration for work is calculated according to the number of working days required to complete the tasks of a member of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration level for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shown in a separate item in the Company's annual financial statements and must report to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may receive additional remuneration payment in the form of a lump-sum salary by time, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to receive payment for all expenses for travel, meals, accommodation and other reasonable expenses that they had to pay when performing their responsibilities as members of the Board of Directors of the Company, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or the sub-committees of the Board of Directors.

6. Members of the Board of Directors may receive liability insurance purchased by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the company's Charter.



## **Article 21. Disclosure of related interests**

Unless otherwise provided for in the company's Charter, the disclosure of interests and related persons of the Company shall comply with the following provisions:

1. Members of the Board of Directors of the Company must declare their related interests to the company, including:

a) Name, enterprise code, head office address, business lines of the enterprise in which they own contributed capital or shares; ratio and time of ownership of such contributed capital or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons jointly own or separately own the contributed capital or shares of more than 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which related interests arise; the amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendments and supplements.

3. Members of the Board of Directors, on behalf of individuals or on behalf of other persons to perform any tasks in any form within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and only be allowed to perform such work when approved by a majority of the remaining members of the Board of Directors; if such work is performed without declaration or without the approval of the Board of Directors, all income from such activities shall be owned by the Company.

## **Chapter VI**

### **RELATIONS OF THE BOARD OF DIRECTORS**

#### **Article 22. Relation among members of the Board of Directors**

1. The relation among members of the Board of Directors is a cooperative one. Members of the Board of Directors are responsible for informing each other about related issues in the process of handling their assigned tasks.

2. In the process of handling tasks, an assigned member of the Board of Directors with main responsibility must actively coordinate to handle, in case of any problem related to the field undertaken by other members of the Board of Directors. In case of

differing opinions among members of the Board of Directors, the member bearing the main responsibility shall report to the Chairman of the Board of Directors for consideration and making decision according to his/her authority or hold a meeting or collect opinions from the members of the Board of Directors in accordance with the law, the Company's Charter and this Regulation.

3. In case there is a re-assignment among members of the Board of Directors, members of the Board of Directors must hand over relevant work, files and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors.

#### **Article 23. Relation with the Board of Management**

In the role of administration, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors examines and supervises the implementation of resolutions.

#### **Article 24. Relation with the Board of Supervisors**

1. The relation between the Board of Directors and the Board of Supervisors is a cooperative one. The working relation between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, while closely coordinate and support each other in the process of performing tasks.

2. When receiving inspection records or general reports of the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and make timely corrections.

### **Chapter VII**

#### **IMPLEMENTATION TERMS**

##### **Article 25. Implementation provisions**

1. This Regulation consists of seven (07) Chapters, twenty-five (25) Articles and shall take effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

3. In case there are legal provisions related to the operation of the Board of Directors



of the Company that are not mentioned in this Regulation, or if there are new legal provisions; Company Charter provisions that differ from or conflict with the provisions of this Regulation, then such new legal provisions and the Company Charter shall automatically apply and govern the operations of the Board of Directors of the Company

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



*[Signature]*  
**Ngo Van Dzung**

*[Small red stamp]*



No. 312/QĐ-BSC

Hanoi, April 18, 2025

**DECISION**

**Re: Promulgation of the Operation Regulation of the Board of Supervisors**

**BOARD OF SUPERVISORS OF BIDV SECURITIES JOINT STOCK COMPANY**

*Pursuant to the Charter of BIDV Securities Joint Stock Company;*

*Pursuant to Resolution No. 01/NQ-DHDCĐ dated April 18, 2025 of the 2025 Annual General Meeting of Shareholders of BIDV Securities Joint Stock Company.*

**HEREBY DECIDES:**

**Article 1.** To promulgate, together with this Decision, the "Operation Regulation of the Board of Supervisors" of BIDV Securities Joint Stock Company.

**Article 2.** This Decision takes effect from the date of its signing and replaces Operation Regulation of the Board of Supervisors issued by Decision No. 967/QĐ-BSC dated 17/12/2024.

**Article 3.** Members of the Board of Supervisors, the Board of Directors, the Board of Management, Head of Internal Auditing Division, Managers of Departments at the Head Office and Branch, the Branch Directors, the relevant units and individuals shall be responsible for the implementation of this Decision.

**Recipients:**

- As Article 3;
- Archive BSC.

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



**Phạm Thanh Thuy**



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## OPERATION REGULATION OF THE BOARD OF SUPERVISORS

*(Issued together with Decision No. 312/QĐ-BSC dated April 18, 2025  
of BIDV Securities Joint Stock Company)*

### CHAPTER 1. GENERAL PROVISIONS

#### **Article 1. Scope of regulation and subjects of application**

1. This Regulation provides for the organizational structure of personnel, standards, conditions, rights and obligations, activities, responsibilities, working regime and information, and the relation of the Board of Supervisors and its members of BIDV Securities Joint Stock Company (hereinafter referred to as the Company) in accordance with provisions of the Law on Enterprises, the Company's Charter and other relevant regulations.

2. Subjects of regulation: This Regulation is applicable to the Board of Supervisors and its members, relevant units and individuals at the Company on the basis of compliance with provisions of the Charter and other relevant provisions of the law.

#### **Article 2. Interpretation of terms**

Words or terms used in this Regulation are construed with the same meanings as prescribed in legal documents, the Charter and relevant internal documents of BIDV Securities Joint Stock Company.

#### **Article 3. Legal status of the Board of Supervisors**

The Board of Supervisors is an entity elected by the General Meeting of Shareholders, responsible for supervising the Company's activities on behalf of shareholders for the purpose of protecting the interests of shareholders and ensuring that all activities of the Company comply with the Law, the Charter and the Resolution of the General Meeting of Shareholders.

#### **Article 4. Principles of organization and operation of the Board of Supervisors**

1. The Board of Supervisors is organized and operates on the principle of compliance with provisions of the law, the Charter and the Company's regulations.

2. Reports, conclusions, recommendations and opinions prepared by the Board of Supervisors and submitted to the General Meeting of Shareholders, Board of Directors,

Board of Management and State authorities must be discussed collectively within the Board of Supervisors and may be consulted the Board of Directors.

3. The Board of Supervisors works under the collective regime. Members of the Board of Supervisors take their personal responsibility for their work and jointly take responsibility to the General Meeting of Shareholders, to the law for the work and decisions of the Board of Supervisors.

## **CHAPTER 2. MEMBERS OF THE BOARD OF SUPERVISORS (MEMBER)**

### **Article 5. Rights, duties and responsibilities of members of the Board of Supervisors**

1. To strictly comply with the law, the company's Charter, the resolution of the General Meeting of Shareholders and professional ethics in performing the assigned rights and obligations.

2. To exercise the rights, obligations and responsibilities of the Board of Supervisors as assigned in an honest, prudent and best manner in order to ensure the maximum legitimate interests of the Company.

3. To be loyal to the interests of the Company and shareholders; not abuse their position and title nor use the information, know-how, business opportunities and other assets of the Company for personal gain or to serve the interests of other entities and individuals.

4. Other obligations and responsibilities as prescribed by the Law on Enterprises and the company's Charter.

5. In case of violating regulations specified in Clauses 1, 2, 3 and 4 of this Article that causes damage to the Company or other person, members of the Board of Supervisors shall be personally or jointly responsible for compensating for such damage. Other incomes and benefits obtained by members of the Board of Supervisors due to such violations must be returned to the Company.

6. In case a member of the Board of Supervisors is found to have committed a violation in the exercise of their assigned rights and obligations, a written notice must be submitted to the Board of Supervisors, requesting the violating person to stop the violation and overcome consequences.



**Article 6. Term of office and number of members of the Board of Supervisors**

1. The Board of Supervisors of the Company has from three (03) to five (05) supervisors. The specific number of members of the Board of Supervisors will be decided by the General Meeting of Shareholders in accordance with the Company's operational requirements from time to time. The term of the Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. The Board of Supervisors must have more than half of its members permanently residing in Vietnam.

3. In case the terms of the members of the Board of Supervisors end at the same time, but the members of the Board of Supervisors for a new term have not been elected, the members of the Board of Supervisors whose terms have expired will continue to perform his/her rights and obligations until members of the Board of Supervisors for a new term are elected and take on their duties.

**Article 7. Criteria and conditions for members of the Board of Supervisors**

Members of the Board of Supervisors must satisfy the following criteria and conditions:

1. Have full civil act capacity, not be banned from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

2. 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;

3. Not be relatives of members of the Board of Directors, General Director and managers; Not be relatives of the manager of the Company's business and the parent company, the representative of the enterprise's capital at the parent company and at the Company.

4. Not be a manager of the Company, not necessary be a shareholder or employee of the Company;

5. Not allowed to work in the accounting and finance department of the Company;

6. Not be a member or employee of an audit organization approved to audit the Company's financial statements for the previous 03 years;

7. Other criteria and conditions as prescribed by relevant laws and the Company's Charter.

### **Article 8. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must have an university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or another majors related to business activities of the enterprise. The Head of the Board of Supervisors of a company shall not concurrently be a member of the Board of Supervisors or a manager of another securities company.

2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among the members of the Board of Supervisors; the election, dismissal and removal from office based on the principle of majority.

### **Article 9. Duties and powers of the Head of the Board of Supervisors**

1. Convening a meeting of the Board of Supervisors;
2. Requesting the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;
3. Preparing and signing the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 10. Nomination and candidacy for members of the Board of Supervisors**

1. A shareholder or group of shareholders owning from 10% (ten percent) of Ordinary shares may gather votes together to nominate a candidate to the Board of Supervisors. The nomination of persons to the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate a person to the Board of Supervisors must notify the grouping to the attending shareholders no later than the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Supervisors, a shareholders or groups of shareholders specified in this Clause is entitled to nominate one or several persons, according to a decision of the General Meeting of Shareholders, as candidates for a member of the Board of Supervisors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Supervisors and other shareholders.



2. In case the number of candidates for the member of the Board of Supervisors through nomination and candidacy is still insufficient as prescribed, the incumbent Board of Supervisors shall introduce additional candidates or organize the nomination as prescribed by the Company's Charter, Internal Regulation on Company Administration and Operation Regulation of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

**Article 11. Cases of exemption or dismissal of members of the Board of Supervisors**

1. The General Meeting of Shareholders exempts a member of the Board of Supervisors in the following cases:

a) No longer meet the criteria and conditions to be a member of the Board of Supervisors as prescribed in Article 7 of this Regulation, the Company's Charter and relevant laws;

b) Submit a resignation letter which is accepted;

c) Other cases as prescribed by the company's Charter.

2. The General Meeting of Shareholders dismisses a member of the Board of Supervisors in the following cases:

a) Fail to complete his/her assigned tasks or duties;

b) Fail to perform his/her rights and obligations for 06 consecutive months, except for force majeure cases;

c) Repeat violations or commit serious violations of obligations of a member of the Board of Supervisors in accordance with provisions of the Law on Enterprises and the company's Charter;

d) Other cases according to resolutions of the General Meeting of Shareholders.

**Article 12. Method of election, exemption and dismissal of members of the Board of Supervisors**

1. The election, exemption and dismissal of members of the Board of Supervisors falls under the authority of the General Meeting of Shareholders.

2. Voting to elect members of the Board of Supervisors must be done by cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors and shareholders have the right to give all or part of their total votes to one or several candidates. The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Charter of company is reached. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes, or the candidate will be selected according to criteria specified in the election regulations or the company's Charter.

**Article 13. Notice of election, exemption and dismissal of members of the Board of Supervisors**

1. In case the candidate for the Board of Supervisors has been identified, the Company shall disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders can learn about these candidates before voting, candidates of the Board of Supervisors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform his/her duties honestly, carefully and for the best interests of the company if elected as a member of the Board of Supervisors. Information related to the candidate for the Board of Supervisors to be published includes:

- a) Full name, date, month and year of birth;
- b) Professional qualification;
- c) Working experience;
- d) Other managerial positions;
- e) Interests related to the Company and related parties of the Company;
- f) Other information (if any) as prescribed in the company's Charter.

g. The company is responsible for publishing information about the companies in which the candidate is holding managerial positions and the Company-related interests of the candidate for the Board of Supervisors (if any).



2. The announcement of results of election, exemption and dismissal of members of the Board of Supervisors shall comply with guiding regulations on information disclosure.

### CHAPTER 3. BOARD OF SUPERVISORS

#### **Article 14. Rights, obligations and responsibilities of the Board of Supervisors**

1. The Board of Supervisors supervises the Board of Directors and the General Director in managing and operating the Company.

2. Examine the rationality, lawfulness, honesty and prudence in business management and administration; systematicity, consistency and appropriateness of accounting, statistics and financial reporting.

3. Appraise the completeness, legitimacy and truthfulness of the Company's income statement, annual and 6-month financial statements, report on management evaluation of the Board of Directors, and submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval of the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems.

5. Review the accounting books, accounting records and other documents of the Company, and the management and operation of the Company's activities when it is deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of the shareholders or groups of shareholders as specified in clause 2, Article 115 of the Law on Enterprises.

6. At the request of a shareholder or a group of shareholders owning from 5% of the total number of the Company's ordinary shares or more as specified in clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors must report on the issues requested to be inspected to the Board of Directors and the requesting

shareholder or group of shareholders. The inspection by the Board of Supervisors specified in this Clause must not interfere with the normal operation of the Board of Directors, nor disrupt the Company's business operations.

7. Propose to the Board of Directors of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure of management, supervision and business operation of the Company.

8. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.

9. Use the independent consultant, the internal audit department of the Company to perform assigned tasks.

10. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

11. Examine each specific issue related to management and operation of the Company at the request of shareholders according to Clause 6 this Article.

12. Request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.

13. Replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Article 16 of this Regulation.

14. Request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

15. Review, extract and copy part or all of declared contents of the List of declared related persons and related interests specified in Clauses 1 and 2, Article 164 of the Law on Enterprises.

16. Make proposals and recommendations to the General Meeting of Shareholders to approve the list of auditing organizations accepted to audit the Company's financial statements; auditing organizations accepted to inspect the Company's activities when it deems it necessary.

17. Take responsibility to shareholders for their supervisory activities.

18. Supervise the financial situation of the Company, the compliance with the law by members of the Board of Directors, by the General Director and by managers in activities.



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

20. In case of detecting violations of the law or the company's Charter by members of the Board of Directors, the General Director and other business executives, the Board of Supervisors must notify in writing the Board of Directors within 48 hours, request the violating person to stop the violation and take remedial measures.

21. Develop the Regulation on operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.

22. Witness that the Board of Directors organizing the counting of votes, and make a minutes of the vote counting if so requested by the Board of Directors in the case of collecting written opinions of shareholders in order to adopt a resolution of the General Meeting of Shareholders.

23. The Head of the Board of Supervisors shall manage so that the General Meeting of Shareholders can elect a chairperson of the meeting in case the Chairman is absent or temporarily unable to work while the remaining members of the Board of Directors of are not elected as a chairperson. In this case, the person with the highest number of votes shall chair the meeting.

24. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law (and its amendments and supplements in each period).

25. Have the right to access the Company's records and documents stored at the headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

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

27. Exercise other rights and obligations in accordance with the Law on Enterprises, the company's Charter and the Resolution of the General Meeting of Shareholders

**Article 15. The Board of Supervisors' right to be provided with information**

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as members of the Board of Directors, including:

- a. Notice of meeting invitation, opinion form of members of the Board of Directors and enclosed documents;
- b. Resolutions, decisions and meeting minutes of the General Meeting of Shareholders, the Board of Directors;
- c. Report of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access the Company's files and documents kept at the head office, branches and other locations; have the right to go to the working place of managers and employees of the Company during working hours.

3. The Board of Directors, its members, the General Director, other managers must provide adequate, accurate and timely information and documents on management, administration and business activities of the Company at the request of members of the Board of Supervisors or the Board of Supervisors.

**Article 16. Responsibilities of the Board of Supervisors in convening an extraordinary meeting of the General Meeting of Shareholders**

1. The Board of Supervisors is responsible for replacing the Board of Directors to convene a meeting of the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in the following cases:

- a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members as prescribed by law;
- b) At the request of a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises;
- c) When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders of the Board of Supervisors but the Board of Directors fails to perform.



2. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Board of Supervisors must make compensation for any damage incurred to the Company.

3. The expenses for convening and conducting a meeting of the General Meeting of Shareholders as prescribed in Clause 1 of this Article will be refunded by the Company.

## **CHAPTER 4. ACTIVITIES OF THE BOARD OF SUPERVISORS**

### **Article 17. Meetings of the Board of Supervisors**

1. The first meeting of the Board of Supervisors for the Board of Supervisors' term to elect the Head of the Board and make other decisions within its authority must be held within 07 (seven) days after the election of such Board of Supervisors. A member of the Board of Supervisors with the highest number of votes must convene the first meeting of the Board of Supervisors. In case there is more than one member with the highest and equal number of votes, one person of the members who have elected on the principle of majority shall convene a meeting of the Board of Supervisors.

2. The Board of Supervisors holds a meeting periodically at least twice a year and may convene an extraordinary meeting to promptly deal with unexpected matters. A meeting of the Board of Supervisors shall be convened and chaired by the Head of the Board of Supervisors.

3. An extraordinary meeting of the Board of Supervisors shall be conducted at the request of one of the following entities:

- a. President of the Board of Directors;
- b. At least 2/3 (two thirds) of the members of the Board of Directors;
- c. Head of the Board of Supervisors;
- d. At least 2/3 (two thirds) of members or more of the Board of Supervisors;
- e. General Director;

4. Within fifteen (15) days from the date of receipt of a written request for an extraordinary meeting of the Board of Supervisors from one of the subjects mentioned in Clause 3 of this Article, the Head of the Board of Supervisors must convene and conduct an extraordinary meeting of the Board of Supervisors.

5. A member of the Board of Supervisors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote if approved by the majority of the Board of Supervisors members;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, members of the Board of Supervisors' email;
- dd) Send votes by other means as prescribed in the company's Charter.

6. During the meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, members of the Internal Audit and Independent Audit Departments to attend and answer questions that are of interest to the members of the Board of Supervisors.

#### **Article 18. Sequence to organize and conduct a meeting of the Board of Supervisors**

1. All regular or extraordinary meetings must consist of pre-prepared contents. The Head of the Board of Supervisors shall, based on the purpose of the meeting, assign members of the Board of Supervisors, the Assistance Department of the Board of Supervisors (if any) to prepare the content of documents for the meeting.

2. Notice of invitation to the meeting of the Board of Supervisors (except for extraordinary cases) must be sent to members of the Board of Supervisors before conducting the meeting. A notice of the Board of Supervisors' meeting includes: content, meeting agenda, time and venue, and must be accompanied by necessary documents on the issues to be discussed and voted on at the meeting of the Board of Supervisors.

3. A meeting of the Board of Supervisors is conducted when there are 2/3 (two thirds) or more of members of the Board of Supervisors directly attending.

#### **Article 19. Approval of decisions at a meeting of the Board of Supervisors**

1. Each member attending the meeting of the Board of Supervisors shall have one vote at such meeting.



2. The Board of Supervisors' decision shall be approved if it is approved by a majority of members of the Board of Supervisors who have the right to attend the meeting.

3. The approval of decisions of the Board of Supervisors complies with provisions of the Law on Enterprises, the company's Charter and other relevant regulations.

**Article 20. Minutes of the Board of Supervisors meeting**

1. Meetings of the Board of Supervisors must be fully recorded in the minutes' book. Minutes of meetings of the Board of Supervisors are made in detail and clearly in Vietnamese (maybe in English if necessary) and must be signed by all members of the Board of Supervisors attending the meeting and such members must be jointly responsible for the accuracy and truthfulness of the minutes. The meeting secretary (if any) is responsible for taking notes and making minutes of the Board of Supervisors meeting and signing the minutes.

2. The chairperson of a meeting is responsible for arranging to prepare and send the Minutes of the Board of Supervisors meeting to members of the Board of Supervisors and such minutes will be considered conclusive evidence of the work carried out at such meeting points, except in the case of arising complaints related to the contents of such Minutes within 10 (ten) days from the date of sending the minutes.

3. The minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in content between the Vietnamese and foreign language versions, the content in the minutes in Vietnamese version shall prevail. The minutes' book and the minutes of meetings of the Board of Supervisors must be kept and preserved at the Board of Supervisors.

**Article 21. Organization of collecting written opinions from the Board of Supervisors**

1. The Head of the Board of Supervisors shall decide to collect written opinions of members of the Board of Supervisors. Written opinions are sent to all members and all members must provide their written responses. A validly answered ballot form must be signed by a member of the Board of Supervisors or sent from personal email of member of the Board of Supervisors and sent to BSC in accordance with regulations. Answered ballot forms in either of the two forms mentioned above have the same value.

2. A decision adopted in the form of collecting written opinions is equivalent to a decision adopted by Members of the Board of Supervisors at a normally convened and organized meeting, if obtaining written agreement from the majority of members of the Board of Supervisors who have the right to vote on the issue raised for opinion. A validly answered ballot form must be signed by a member of the Board of Supervisors or sent from personal email of member of the Board of Supervisors and sent to BSC in accordance with regulations. Answered ballot forms in either of the two forms mentioned above have the same value.

## **CHAPTER 5. METHODS AND CONTENTS OF SUPERVISION AND INSPECTION**

### **Article 22. Methods and contents of supervision and inspection of the Board of Supervisors**

The Board of Supervisors conducts supervision and inspection through the following methods:

#### **1. Remote supervision.**

Based on the Company's documents and reports sent to the Board of Supervisors, information on the Company's website and other financial statements and reports at the request of the Board of Supervisors and other necessary information and documents, the Board of Supervisors evaluates the Company's operation aspects, provides comments and recommendation on the issues that should be rectified in order to promptly overcome the errors or unreasonable points.

#### **2. Direct inspection and control.**

Direct inspection and control means the organization for conducting an inspection to determine the correctness and truthfulness of business results, reporting and accounting data and determine whether or not the deployment and implementation of the Company's business activities are in accordance with the Resolution of the General Meeting of Shareholders, the guidelines and resolutions of the Board of Directors in the development orientation of the Company, the internal regulations and relevant legal regulations.



The Board of Supervisors may periodically and irregularly inspect and control at the request of a shareholder or a group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises or, when deemed necessary, to re-examine the results of the inspection and recommendations of the Board of Supervisors, the Inspection delegation, the internal audit and independent audit organizations.

## **CHAPTER 6. REPORTING AND DISCLOSURE OF BENEFITS**

### **Article 23. Submission of annual reports**

The Reports of the Board of Supervisors at the Annual General Meeting of Shareholders include the following contents:

1. Report on the Company's business results, on the operation results of the Board of Directors, the General Director to submit to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.
2. Report on self-assessment for operation results of the Board of Supervisors and its members.
3. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors; results of supervising the operation and financial situation of the Company.
5. Report on evaluating transactions between the Company, its subsidiaries and other companies controlled by the Company from fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director and related persons of such member; transactions between the Company and a company of which a member of the Board of Directors is a founding member or is a manager of the enterprise during the last 3 years before the time of the transaction.
6. Supervision results for the Board of Directors, the General Director and other business executives.
7. Results of evaluating the coordination between the Board of Supervisors and the Board of Directors, the General Director and shareholders.
8. Make proposals and recommendations to the General Meeting of Shareholders to approve the list of auditing organizations accepted to audit the Company's financial

statements; the auditing organizations accepted to inspect the Company's activities when it deems it necessary.

#### **Article 24. Salary and other benefits**

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall comply with the following provisions:

1. Members of the Board of Supervisors are entitled to receive salary, remuneration, bonuses, and other benefits according to decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, other benefit and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are entitled to reimbursements for expenses for meals, accommodation, travel, and using independent consulting services at a reasonable rate. The total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be established as a separate item in the Company's annual financial statements.

#### **Article 25. Disclosure of related interests**

1. Members of the Board of Supervisors must disclose their related interests to the Company, including:

a) Name, enterprise code, head office address, business lines of the enterprise in which they own or own a portion of contributed capital or share; ratio and time of ownership, ownership of such contributed capital or shares;

b) Name, enterprise code, head office address, business lines of the enterprise in which their related persons own, jointly own or separately own a portion of contributed capital or shares of more than 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date of arising related interests; the amendments and supplements must be notified to the Company within 07 working days from the date of the corresponding amendments and supplements.



3. Members of the Board of Supervisors and their related persons may only use information obtained through their positions to serve the interests of the Company.

4. Members of the Board of Supervisors are obliged to notify in writing to the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, other companies (which the Company controls more than fifty percent (50%) of the charter capital) and a member of the Board of Supervisors or their related persons as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with provisions of the securities law on information disclosure.

5. Members of the Board of Supervisors and their related persons are not allowed to use or disclose internal information to others to perform relevant transactions.

## **CHAPTER 7. INFORMATION REGIME**

### **Article 26. Information provision regime**

The Board of Directors, its members, the General Director of the Company and other managers are responsible for providing adequate and timely information and documents on the Company's business activities at the request of the Board of Supervisors, unless otherwise determined by the General Meeting of Shareholders.

Organizations and individuals that are required to provide documents and data must be responsible for the correctness, truthfulness and accuracy of the provided documents and data.

### **Article 27. Information management regime**

The Board of Supervisors is not allowed to disclose the secrets of the Company and takes responsibility to the General Meeting of Shareholders for the mistakes that cause damage to the Company while performing its duties.

## **CHAPTER 8. RELATIONS OF THE BOARD OF SUPERVISORS**

### **Article 28. Relations with shareholders**

1. The Board of Supervisors reports to shareholders at the General Meeting of Shareholders in accordance with provisions of the Company's Charter.

2. At the request of a shareholder or a group of shareholders owning more than 5% of the total number of ordinary shares of the Company according to Clause 2, Article

115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven working days, from the date of receipt of the request. Within 15 (fifteen) days from the date of completing the inspection, the Board of Supervisors must make a report and explain the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection conducted by the Board of Supervisors as prescribed in this Clause must not interfere with the normal operation of the Board of Directors nor cause disruption to the Company's business operations.

**Article 29. Relations with the Board of Directors and the Board of Management**

1. The relation between the Board of Supervisors and the Board of Directors of the Company: The Board of Supervisors has an independent relation with the Board of Directors of the Company, is the unit that performs the function of supervising the activities of the Board of Directors, specifically:

- The Board of Supervisors consults the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

- The Board of Supervisors is responsible for independently reporting the situation, control results and necessary recommendations to the Board of Directors of the Company. When receiving information, the Board of Directors will consider to make a conclusion. The Board of Supervisors supervise the implementation for the Board of Directors' conclusions.

- The Board of Supervisors may attend meetings of the Board of Directors, discuss and contribute opinions on issues at the meeting, but cannot vote.

- The Board of Directors is responsible for providing information to the Board of Supervisors as prescribed in Article 15 of this Regulation.

2. The relation between the Board of Supervisors and the Board of Management: The Board of Supervisors has an independent relation with the Board of Management of the Company, is an unit that performs the function of supervising the activities of the Board of Management, specifically:

- In the working relationship, on a number of issues in the field of finance - accounting, the Board of Management can consult the Board of Supervisors.

- Through monitoring and supervising the Company's activities, in case the Board of Supervisors detects issues that should be modified, handled, or has any issue that



should be recommended and noted, the Board of Supervisors can discuss directly with the General Director or notify the General Director in writing to take appropriate action.

3. The relation between the Board of Supervisors and the internal inspection - audit system:

- The Board of Supervisors, through the Board of Directors and the General Director, uses the internal inspection - audit system in order to conduct inspection for the management and administration in accordance with provisions of the law and the Company's provisions and regulations.

- Internal Control Department/Internal Audit Committee of the Company is responsible for communicating the internal audit and inspection program, the inspection and audit outline and for reporting to the Board of Supervisors on the results of regular or irregularly inspection at the units, complaints and denunciations under the Company which are handled by the Internal Control Department/ Internal Audit Committee in accordance with current regulations.

4. The relation between the Board of Supervisors and the Professional Departments/Divisions under the units in the Company's system:

- The Board of Supervisors, through the Board of Directors, and the General Director, request the professional departments and employees of the Company to explain issues related to the Company's activities to serve the supervision and inspection.

- The Company must strictly comply with the timely and complete submission of reporting information at the request of the Board of Supervisors and the provisions of the Company's Charter.

#### **Article 30. Relation among members of the Board of Supervisors**

Members of the Board of Supervisors have an independent relation, not dependent on each other, but have coordination and cooperation in general tasks to ensure the successful implementation of the responsibilities, rights and duties of the Board of Supervisors in accordance with the law and the company's Charter. The Head of the Board of Supervisors is the person who coordinates the general work of the Board of Supervisors but has no power to govern members of the Board of Supervisors.

## CHAPTER 9. TERMS OF IMPLEMENTATION

### Article 31. Implementation provisions

1. This Regulation consists of nine (09) Chapters and thirty-one (31) Articles and shall take effect from the date it is approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Supervisors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.

3. In case there are legal provisions related to the operation of the Board of Supervisors of the Company that are not mentioned in this Regulation, or if there are new legal provisions; Company Charter provisions that differ from or conflict with the provisions of this Regulation, then such new legal provisions and the Company Charter shall automatically apply and govern the operations of the Board of Supervisors of the Company.

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



**Pham Thanh Thuy**



**REGULATION ON ORGANIZING  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025  
BIDV SECURITIES JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No 59/2020/QH14 ratified by National Assembly on June 16, 2020 along with its amended and supplementary documents;
- Pursuant to the Securities Law No 54/2019/QH14 ratified by National Assembly on October 26, 2019 along with its amended and supplementary documents;
- Pursuant to the Decree No 155/2020/ND-CP on December 31, 2020 by Government detailing some of articles of Securities Law;
- Pursuant to the Charter of BIDV Securities Joint Stock Company;

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope and subjects of application**

1. This Regulation is applied to the organization of Annual General Meeting of Shareholders in 2025 (hereinafter referred to as "**General Meeting**") of BIDV Securities Joint Stock Company (hereinafter referred to as "**Company**").

2. This Regulation prescribes the rights and obligations of shareholders, participants of the General Meeting, conditions and procedures of organizing the General Meeting.

3. Shareholders and participants of the General Meeting are responsible for complying with the provisions of this Regulation, the Company's Charter and provisions of the current law.

**Article 2. Conditions of participating in the General Meeting**

Shareholders in the list of shareholders at the closing date of the right of participating in the General Meeting have the right to directly participate the General Meeting or duly authorize other people to participate in the General Meeting.

**CHAPTER II  
RIGHTS AND OBLIGATIONS TO PARTICIPATE  
IN THE GENERAL MEETING**

**Article 3. Rights and obligations of shareholders/authorized representatives of shareholders when participating in the General Meeting**

1. Common shareholders have the right to participate in, discuss and vote on all issues under the authority of the General Meeting of Shareholders; each common share corresponds to one vote.

2. In case a shareholder cannot participate in the General Meeting of Shareholders because of personal reasons, if he/she wants to authorize, he/she can authorize to another person by a valid Letter of authorization according to provisions of BSC to join on his/her behalf and vote at the General Meeting, or send his/her ballot paper by registered mail to the Organizing Committee of the General Meeting at least 01 day before the opening of the General Meeting of Shareholders (before 8:30 on April 17, 2025).

When participating in the General Meeting, shareholders or authorized representatives must bring the following papers: (i) meeting invitation letter; (ii) identification papers (valid ID card//Passport), Copy of Business Registration Certificate (if shareholder is organization), (iii) letter of authorization (if an authorized representative of a shareholder) make the registration procedures to participate in the General Meeting. Shareholders are only allowed to officially join and vote at the meeting after finishing the registration procedures and proving the valid shareholder status or/and authorized representatives.

3. In case shareholders authorized other people without written notices of the cancellation of the authorization, such shareholders participating in the General Meeting will not be entitled to receive voting cards at the General Meeting if their authorized representatives have completed the procedures to receive voting cards.

4. The Organizing Committee of the Annual General Meeting of Shareholders of the Company will publicly inform the agenda of the General Meeting. The opinions of shareholders or through authorized representatives at the General Meeting will be discussed publicly and voted on by voting cards depending on each issue.

5. Shareholders, authorized representatives of shareholders participate in the General Meeting after the meeting has opened must make the registration procedures to participate in the General Meeting with the Board of Inspectors of Shareholders' eligibility and then they have the right to join and vote at the General Meeting immediately after registration. The Chairman is not responsible for stopping the General Meeting for late shareholders to register and the validity of the previously voted contents will not change.

6. During the General Meeting, shareholders must strictly comply with the provisions at the Annual General Meeting of Shareholders, behave in a civilized manner, do not cause disorder, and respect working results of the General Meeting and the management of the Chairman of the General Meeting;



7. In case a shareholder leaves the meeting without notice to the Vote Counting Committee before the General Meeting votes, such shareholder will be deemed to agree with all the issues to be voted at the General Meeting.

**Article 4. Rights and obligations of the Board of Inspectors of Shareholders' eligibility for participating in the General Meeting and the Voting Counting Committee**

1. The Board of Inspectors of Shareholders' eligibility for participating the General Meeting (hereinafter referred to as "**Board of Inspectors of Shareholders' eligibility**") approved by the Board of Directors has the following rights and obligations:

- Inspect the eligibility for participating the meeting of the shareholders or their authorized representatives based on the documents submitted by them;

- Report before the General Meeting on the results of checking the eligibility of shareholders for participating the meeting;

- In case a participant of the meeting is not fully qualified to attend the General Meeting, the Board of Inspectors of Shareholders' eligibility has the right to refuse that person's right to participate in the meeting, refuse to issue a Voting card and allocate the documents of the General Meeting.

2. The Vote Counting Committee consists of one head and committee member who shall not be included in the List of nominees for the Board of Director/Board of Supervisors and shall be nominated by the General Meeting Chairman and approved by the General Meeting before the meeting.

The Vote Counting Committee has the following tasks:

a) Regarding the voting on contents at the General Meeting:

- Guide shareholders and their authorized representatives on method of using the voting cards;

- Check and count the quantity of votes by type and report the voting results to the Chairman to announce right before the closing of the General Meeting;

b) For the election of members of the Board of Supervisors;

- Guide the Regulation on the election of members of the Board of Supervisors;

- Guide shareholders and their authorized representatives on method of using votes;

- Check and monitor the voting and election of shareholders and representatives of shareholders;

- Allocate and collect votes;

- Count votes, make minutes of vote counting, and announce the vote counting results before the General Meeting of Shareholders;

## **Article 5. Chairman and Secretariat of the General Meeting**

1. The Chairman of the Board of Directors is the Chairman of the Annual General Meeting of Shareholders. In case the President of the Board of Directors is absent or temporarily incapacitated, the remaining members of the Board of Directors will elect one of them to preside over the meeting on the principle of majority. In case of failure to elect a chairman, the Head of the Board of Supervisors will preside over the General Meeting of Shareholders to elect the chairman of the meeting from among the participants and the person with the highest number of votes will be the chairman of the meeting.

2. The Chairman's decision on issues of order, procedures or arising events outside the program of the General Meeting will be the final decision.

3. The Chairman of the General Meeting has the right to apply necessary and reasonable measures to preside over the General Meeting in an orderly manner, in accordance with the approved program and reflect the desires of the majority of participants.

4. The Chairman has the right to postpone the General Meeting of Shareholders with sufficient registered participants of the meeting within no more than 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the location of the meeting in the following cases:

a) The location of the meeting does not have sufficient convenient seats for all participants;

b) The media at the location of the meeting is not guaranteed for shareholders of the meeting to participate, discuss and vote;

c) A meeting participant obstructs, causes order, and threatens to prevent the meeting from being organized in a fair and lawful manner.

d) A postponement is necessary for the jobs of the General Meeting to be implemented properly.

5. The Secretariat of the General Meeting includes 02 members appointed by the Chairman and are approved by the General Meeting. The Secretariat carries out supporting tasks assigned by the Chairman, honestly and accurately reflects the contents of the General Meeting in the Minutes and Resolution of the General Meeting.



## CHAPTER III

## PROCEDURES OF THE GENERAL MEETING

**Article 6. Condition for conducting the General Meeting**

The General Meeting of Shareholders is only conducted when the number of shareholders participating the meeting accounts for more than fifty percent (50%) of the total number of votes.

**Article 7. Method of conducting the General Meeting**

1. The meeting is expected to take place in 1/2 day.
2. After completing the opening procedures for the meeting to take place validly, the program and contents of the meeting will be discussed, voted and approved by the General Meeting.

The General Meeting will be conducted in turn according to the program of the General Meeting and discussed before voting on each issue in the above contents.

Voting via each content in the General Meeting is implemented according to the provisions of Article 9 of this Regulation.

### Article 8. Speech principles at the General Meeting

1. Shareholders presenting their opinions for discussion and questioning at the General Meeting must comply with the following principles:

a) Raise their hands to ask for the Chairman's opinion and only present after the Chairman agrees. Only one shareholder has the right to speak at a time.

b) In case many shareholders have opinions at the same time, the Chairman will sequentially invite each shareholder to present opinions.

c) The Chairman of the General Meeting has the right to remind or suggest shareholders to focus on the key contents to be presented to save time and ensure the discussion quality. The Chairman has the right to interrupt the presentation of opinions of the shareholders if necessary.

d) Comments or questions will be gathered at the same time and sequentially replied later.

2. Shareholders' proposals must ensure the following conditions:

a) Short, clear and focused on the main contents to be discussed, in accordance with the approved program of the General Meeting.

b) The maximal presentation time of a shareholder does not exceed 5 minutes. If this time limit is exceeded, the Chairman of the General Meeting can request shareholders to make written questions and recommendations, which the Secretariat of the General Meeting must

record and the Board of Directors within its competence will reply them in writing to the shareholders within 05 working days from the time of receiving the shareholder's petitions.

c) Issues that have been presented by the previous person shall not be re-presented to avoid duplication.

d) Proposed contents must not violate the law, relate to personal issues or exceed the powers of the enterprise.

#### **Article 9. Approval of the Resolution of the Annual General Meeting of Shareholders**

1. Shareholders can vote to approve the following issues:

a) Vote directly at the General Meeting with voting cards;

b) Vote to approve the authorization of other individuals, organizations to participate in the meeting, then the authorized representatives participate in the meeting and vote as shareholders directly participating in the meeting;

c) Send absentee voting ballot by registered mail to the Organizing Committee of the General Meeting at least 01 day before the opening of the General Meeting of Shareholders (before 08:30 on April 17, 2025). In this case, Head of the Vote Counting Committee of the General Meeting of Shareholders has the right to open those shareholders' absentee voting ballot at the General Meeting of Shareholders.

2. Form of voting on issues

Voting to approve issues at the General Meeting is carried out in two (02) forms: vote in absence via Absentee Ballot paper (according to the form) is sent with the Meeting Invitation Notice to shareholders in accordance with regulations and vote directly by showing Voting cards.

a) In case of voting in absence by Ballot papers: shareholders will give their opinion of Agreement/Disagreement/No opinion on each specific content and send back to the Organizing Committee according to the specified deadline.

b) In case of voting directly by Voting cards: Shareholders or their authorized representatives of shareholders will vote for each content in the program of the General Meeting by showing their Voting cards when the Chairman asks Agreement/Disagreement/No opinion on each specific content. In case shareholders or authorized representatives of shareholders do not show their voting cards, it will be considered as approval. Shareholders are only allowed to show their Voting cards once for each voting content.



The Vote Counting Committee will be responsible for counting the votes for these 02 (two) forms of voting and notifying the Chairman to announce the results at the General Meeting of Shareholders.

3. The election members of the Board of Supervisors complies with the provisions of the Regulations on election for replacement of members of the Board of Supervisors of the Company.

#### **Article 10. Resolution and Minutes of the Annual General Meeting of Shareholders**

1. All contents at the Annual General Meeting of Shareholders must be recorded by the Secretariat of the General Meeting in the Minutes of the General Meeting. Minutes and Draft of Resolution of the General Meeting are read at the General Meeting and the General Meeting votes to approve before closing the meeting.

2. Resolution, Minutes of the General Meeting of Shareholders and attached documents must be disclosed according to the provisions of the law and must be kept at the head office of the Company.

### **CHAPTER IV. ENFORCEMENT TERM**

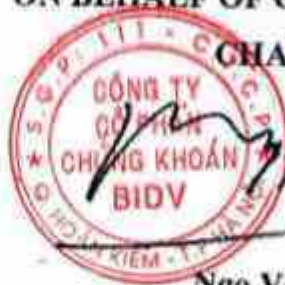
#### **Article 11. Enforcement term**

1. This Regulation includes 4 Chapters, 11 Articles, approved by the Annual General Meeting of Shareholders in 2025 of BIDV Securities Joint Stock Company on 18/04/2025 and is valid immediately upon its approval.

2. Shareholders and participants of the General Meeting are responsible for complying with the provisions of this Regulation.

**ON BEHALF OF GENERAL MEETING**

**CHAIRMAN**



**Ngo Van Dung**

**REGULATION ON ELECTION FOR REPLACEMENT OF  
MEMBER OF THE BOARD OF SUPERVISORS OF BIDV SECURITIES JOINT  
STOCK COMPANY AT THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS IN 2025**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by National Assembly on June 17, 2020 along with its amended and supplementary documents;*
- Pursuant to the Securities Law No. 54/2019/QH14 passed by National Assembly on October 11, 2019 along with its amended and supplementary documents;*
- Pursuant to Decree No. 155/2020/ND-CP passed by Government on elaboration of some articles of the Securities Law;*
- Pursuant to the Charter of BIDV Securities Joint Stock Company;*

The election for replacement of member of the Board of Supervisors for the term of 2021-2026 at the Annual General Meeting of Shareholders in 2025 ("**General Meeting**") of BIDV Securities Joint Stock Company ("**Company**") is implemented according to the following terms:

**Article 1. Scope of amendment and subjects of election**

1. This Regulation is used for the election for replacement member of the Board of Supervisors for the term of 2021-2026 of BIDV Securities Joint Stock Company at the Annual General Meeting of Shareholders in 2025.

2. Subjects of election: Shareholders or authorized representatives of shareholders validly attending the General Meeting (hereinafter referred to as "shareholders").

**Article 2. Election for replacing member of the Board of Supervisors**

**1. Number of member of the Board of Supervisors elected to replace:**

The number of member of the Board of Supervisors elected to replace for the term of 2021-2026 is 01 (one) member of the Board of Supervisors.

**2. Term of the member of the Board of Supervisors elected to replace**

The term of the member of the Board of Supervisors elected to replace is the remaining duration of the term of 2021 - 2026.





### **3. Criteria and conditions for being a member of the Board of Supervisors**

The member of the Board of Supervisors must satisfy the following criteria and conditions:

a) Not belong to the subject prohibited from establishing and managing enterprise in Vietnam according to the provisions in Clause 2, Article 17 of the Law on Enterprises 2020;

b) Have professional qualifications and experience in business management or in the sectors of securities, finance, banking and it is not necessary to be a shareholder of the Company;

c) The member of the Board of Supervisors of the Company may concurrently acts as a member of the Board of Supervisors of up to five (05) other companies;

d) The member of the Board of Supervisors must not concurrently act as a member of the Board of Supervisors, a member of the Members' Council, or the General Director (Director) of another securities company;

#### **Article 3. Principles of nomination**

1. Shareholders have the right to jointly set up groups to nominate and cumulatively vote for the person nominated by them.

2. The number of candidates that each group has the right to nominate depends on the number of candidates decided by the General Meeting and the share ownership rate of each group, specifically:

a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total number of voting shares may nominate up to one (01) candidate;

b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total number of voting shares may nominate up to two (02) candidates;

c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total number of voting shares may nominate up to three (03) candidates;

d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total number of voting shares may nominate up to four (04) candidates;

e) Shareholders or groups of shareholders owning from 50% to less than 60% of the total number of voting shares may nominate up to five (05) candidates;

f) Shareholders or groups of shareholders owning from 60% to less than 70% of the total number of voting shares may nominate up to six (06) candidates;

g) Shareholders or groups of shareholders owning from 70% to less than 80% of the total number of voting shares may nominate up to seven (07) candidates;

h) Shareholders or groups of shareholders owning from 80% to less than 90% of the total number of voting shares may nominate up to eight (08) candidates.

#### **Article 4. Profiles of nomination, candidacy for election to member of the Board of Supervisors**

Profiles of nomination, candidacy for election to member of the Board of Supervisors include:

1. The letters of nomination/candidacy to participate in the Board of Supervisors (according to the form).
2. Curriculum vitae declared by the candidates and certified by the competent authority (according to the form).
3. Certified copy of a competent state agency:
  - a) ID cards/Citizen ID cards/Passports or other lawful personal identification papers.
  - b) Degrees certifying cultural and professional qualifications.

#### **Article 5. Location of receiving profiles of nomination, candidacy**

The letters of nomination/candidacy to participate the Board of Supervisors and the attached documents of the candidates are sent before the date of organizing the General Meeting of Shareholders, the profiles of nomination, candidacy must be sent to Organizing Committee of the General Meeting at the address and time as follows:

- a) Address to receive candidacy and nomination documents
  - Board of Directors 'Office, BIDV Securities Joint Stock Company, 8th Floor, Thaiholdings Building, 210 Tran Quang Khai, Trang Tien Ward, Hoan Kiem District, Hanoi.
  - Phone: +(84-24) 39352722      Fax: +(84-24) 33816699
  - Email: [IR@bsc.com.vn](mailto:IR@bsc.com.vn)

*The dossier must be submitted in person or by post (with guarantee). In case the dossier is a fax, the original must be sent back when registering to attend before the General Meeting of Shareholders.*

- b) Time of receiving profiles of nomination, candidacy: Before 08:30 am on 17/04/2025

#### **Article 6. Method of electing member of the Board of Supervisors**

1. The election of member of the Board of Supervisors of the Company will be implemented in the form of secret vote at the General Meeting according to the cumulative voting method according to the provisions in clause 3 Article 148 of the Enterprise Law 2020.

2. Each shareholder has a total number of votes corresponding to the total number of owned shares (including the number of owned/authorized shares) multiplied by the number



of elected member of the Board of Supervisors. Shareholders have the right to give all their votes to one or some candidates.

### **Article 7. Ballot Paper**

#### **1. Contents of the ballot**

Ballot paper is issued by the Company, has the Company's seals, name of shareholders, code of shareholder and the number of owned shares/representatives with voting rights and the total number of voting rights respectively represented by them. Shareholders have to check the information written on the ballot paper when being issued, if there is any error, they must immediately notify the Vote Counting Committee.

#### **2. Methods of writing ballot paper**

a) When agreeing to vote for a candidate, shareholders write the number of votes that they want to vote in the column "Number of votes" in the line corresponding to that candidate's name.

b) If they do not vote for the candidate, shareholders enter the number "0" or cross in the column "Number of votes".

c) Shareholders participating in the meeting have the right to vote cumulatively for one or several candidates or for all candidates.

d) The total number of votes for one or several or all of the candidates of a shareholder must not exceed the total number of allowed votes of that shareholder (equal to the number of shares multiplied by the number of elected member).

#### **3. Valid ballot paper**

Ballot paper is considered valid when they meet the following conditions:

a) Votes for the candidates named in the list and within the number of member to be elected approved by the General Meeting of Shareholders;

b) The total number of votes is less than or equal to the total number of allowed votes of that shareholder (equal to the number of shares multiplied by the number of elected member);

c) Not belong to the cases prescribed in clause 4 of this Article.

#### **4. Invalid ballot paper**

Ballot paper is considered invalid in one of the following cases:

a) Votes are not issued by the Company or have no seal of the Company; or

b) Votes are not intact, have been crossed out, corrected or supplemented with contents not according to provisions (in case of incorrect writing, it must be exchanged for a new one);

or

c) Votes have additional or incorrect names, not in the list of candidates approved by the General Meeting of Shareholders before voting; or

d) Votes with the total number of voting rights for the candidates exceeding the total number of voting rights held by that shareholder (including ownership and/or authorized rights); or

e) Votes are not put the voting box or submitted after the Vote Counting Committee has opened the voting box;

f) Votes have not been signed by the shareholders or the signatures are not similar to the ones when registering for the meeting.

Invalid votes will not be counted in the election results.

#### **Article 8. Voting and vote counting**

1. Shareholders only put votes in in the sealed voting box supervised by the Vote Counting Committee. The voting ends as soon as the last shareholder put his vote in the voting box.

2. The vote counting must be implemented by the Vote Counting Committee immediately after the voting ends. The Vote Counting Committee is not allowed to cross out, revise the votes.

3. The results of the vote counting are made in writing and announced by the Head of the Vote Counting Committee before the General Meeting of Shareholders.

#### **Article 9. Principles for identifying election results**

1. The elected member of the Board of Supervisors is identified by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of member is sufficient according to the provisions of this Election Regulation.

2. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Supervisors, the General Meeting of Shareholders will re-elect among the candidates with equal number of votes or select according to the criteria prescribed in the election regulation or the Company's Charter.

#### **Article 10. Minutes of vote counting**

1. After counting the votes, the Vote Counting Committee must make the Minutes of vote counting. Contents of the Minutes include:

- a) Time and location of making the Minutes of vote counting;
- b) Participants of the Vote Counting Committee;
- c) Voting purposes and contents;
- d) Total number of shares of shareholders and authorized representatives of shareholders participating in voting; number of votes and rate of valid and invalid votes;





e) Election results;

f) Signatures of the members of the Vote Counting Committee.

2. The full contents of the Minutes of vote counting must be announced before the General Meeting. The election results will be recorded in the Resolution of the General Meeting.

#### **Article 11. Complaints**

Shareholders have the right to question and complain about the election and vote counting. The Presidium and the Vote Counting Committee are responsible for explaining and clarifying all issues questioned by shareholders and recorded in the Minutes of the General Meeting of Shareholders.

#### **Article 12. Validity**

This Regulation is valid after being approved by the General Meeting of Shareholders and is only applied to the election for replacement of member of the Board of Supervisors for the term of 2021 - 2026 at the Annual General Meeting of Shareholders in 2025 of the Company.

**ON BEHALF OF GENERAL MEETING**



**Ngo Van Dzung**



## **REPORT OF THE BOARD OF DIRECTORS**

**On: Summary of the Board of Directors' activities in 2024 and orientation for 2025**

**To: General Meeting of Shareholders**

The Board of Directors ("BOD") of BIDV Securities Joint Stock Company (BSC) respectfully submits to the General Meeting of Shareholders the Report on the Summary of the Board of Directors' activities in 2024 and the orientation for 2025 as follows:

### **1. Company Operations in 2024**

#### **1.1. Economic and Social Context in 2024**

In 2024, the global economy continued its recovery trajectory, with an estimated growth rate of 3.2%, equivalent to the previous year (according to the International Monetary Fund - IMF). However, this recovery was uneven across regions, reflecting significant disparities between developed and developing economies, as well as between service and manufacturing sectors. A notable highlight was the downward trend in inflation in many countries, especially in the US and the EU, creating room for central banks to adjust monetary policies towards easing, thereby supporting growth and stabilizing financial markets. In this context, the US Federal Reserve (FED) and the European Central Bank (ECB) began implementing several interest rate cuts from the second half of 2024, contributing to growth support.

However, the global economy still faced numerous challenges. Geopolitical tensions in Ukraine and the Middle East escalated, disrupting energy supply chains and driving up oil prices, directly impacting inflation and growth. Meanwhile, the technological and trade competition between the US and China intensified, with export control measures affecting global supply chains. Additionally, issues related to public debt, climate change, and financial-monetary risks remained major concerns for many nations, particularly emerging economies.

Amid this landscape, Vietnam recorded a GDP growth rate of 7.09%, the second-highest in the past five years. The main growth driver was the service sector, which expanded by 7.38%, fueled by a strong recovery in tourism and domestic consumption. The industrial sector also saw an 8.32% increase, thanks to a resurgence in manufacturing and exports, particularly in electronics, machinery, agro-fisheries, and textiles. The total export-import turnover reached \$786.3 billion, up 15.4% from the previous year, with exports growing by 14.3% and imports increasing by 16.7%. The US remained Vietnam's largest export market.



However, domestic consumption growth, at 8.96%, fell short of expectations, indicating that purchasing power had yet to fully rebound.

The Vietnamese stock market in 2024 experienced fluctuations due to a combination of domestic and international factors. The VN-Index fluctuated between 1,200 and 1,300 points, supported by favorable monetary policies and domestic capital inflows, which played a crucial role in maintaining market stability. However, record net selling from foreign investors, amounting to VND 92.565 trillion, reflected cautious sentiment amid global economic uncertainties and interest rate differentials. Efforts from the Ministry of Finance and the State Securities Commission (SSC) to remove barriers, enhance transparency, and promote market upgrading provided positive signals. Nonetheless, monetary policies from major central banks and global macroeconomic volatility continued to exert pressure on the market, preventing a breakthrough as anticipated.

## **1.2. Business Performance of BSC in 2024**

In 2024, BIDV Securities Joint Stock Company (BSC) maintained stable business results, closely aligning with its set plans. Pre-tax profit reached VND 515.68 billion, marking a 1% increase compared to 2023, driven by strong contributions from brokerage, margin lending, and proprietary trading. This was also the third consecutive year that BSC recorded pre-tax profits exceeding VND 500 billion, reaffirming its strong position in Vietnam's securities market. Return on equity (ROE) stood at 8.5% per annum, with total assets as of December 31, 2024, amounting to VND 10.315 trillion, a 24% increase from the end of 2023. Additionally, the customer base continued its robust growth, with 18,346 new accounts opened, reaching 117% of the annual target, reflecting investors' confidence in BSC's services and products.

Regarding technology and digital transformation, 2024 marked a significant milestone in optimizing trading platforms and enhancing customer experience. The company completed Phase 2 of the Webtrading project, successfully launched a new website, and automated internal processes using robotic process automation (RPA), improving operational efficiency. BSC also finalized its medium- and long-term digital transformation strategy for implementation starting in early 2025. These efforts not only strengthened the company's competitive capabilities but also laid the foundation for sustainable growth in the future.

With impressive achievements in 2024, BSC continued to receive high recognition from the market and prestigious organizations. The company was honored with the *"Best Securities Broker in Vietnam 2024"* award by Global Banking & Finance Review, affirming the quality of its services and professionalism in securities brokerage. Additionally, BSC received commendations from the Ministry of Finance *for its contributions to the development of Vietnam's stock market during 2020-2024 and for its role in developing the government bond market*. These accolades serve as a testament to BSC's efforts in fostering

financial market growth and a motivation for the company to continue enhancing service quality and delivering sustainable value to customers and the community.

## **2. Board of Directors' Activities in 2024**

### **2.1. Members of the Board of Directors**

The Board of Directors for the 2021-2026 term of BSC comprises the following members:

<b>No</b>	<b>Name</b>	<b>Position</b>
1	Mr. Ngo Van Dung	Chairman of the Board of Directors
2	Mr. Chung Jae Hoon	Vice Chairman cum Deputy General Director
3	Mr. Nguyen Duy Vien	Member of the Board of Directors cum General Director
4	Ms. Hoang Thi Minh Ngoc	Member of the Board of Directors
5	Mr. Lim Do Kyoan	Independent Member of the Board of Directors

Each member of the Board of Directors possesses extensive experience in corporate governance, law, finance, and securities, ensuring a balanced structure among executive, non-executive, and independent members.

### **2.2. Roles, Responsibilities, and Activities of the Board of Directors in 2024**

The Board of Directors (BOD) has effectively fulfilled its leadership role and set the strategic direction for the Company's operations. It has promptly issued mechanisms and policies to ensure unified and efficient operations. Additionally, the BOD has conducted corporate governance and oversight through regular and ad-hoc reports. The BOD has also swiftly and timely made key decisions within its authority to ensure the Company's business activities run smoothly and effectively.

In 2024, to approve key matters in the Company's operations, the BOD held 10 centralized meetings and solicited opinions in writing 140 times, issuing a total of 179 resolutions/decisions. These meetings were conducted to discuss, deliberate, and reach consensus on decisions within its authority, ensuring timely direction in line with market fluctuations while managing BSC's business operations.

The list of BOD meetings, attendance rates of each member, and the number of key resolutions/decisions issued are fully disclosed in the Corporate Governance Report, in compliance with applicable regulations for listed organizations and public companies.

Key activities of the BOD in 2024:

- Issuing the Risk Management Policy in 2024;



- Approving the Report on Corporate Governance of 2023 and Report on Corporate Governance in the first half of 2024;
- Approving on the Investment strategy of valuable papers of financial institutions in 2024;
- Approving on the Government Bond Trading Strategy in 2024;
- Approving on the Corporate Bond Trading Strategy 2024;
- Approving the Stock, ETFs, Futures and CW investment strategy for 2024;
- Additional Personnel Planning;
- Assign Company's KPI in 2024;
- Approving the content of the 2024 General Meeting of Shareholders documents;
- Holding the Annual General Meeting of Shareholders in 2024 on April 23, 2024 in accordance with the current laws;
- Approving the plan for procurement of fixed assets and investment in capital construction in 2024;
- Approving the Organizational Model and Organizational Regulations of the Company;
- Establishment of Divisions, Departments, and Centers according to the new organizational model;
- Consolidate human resources according to the new organizational model;
- Promulgating the Anti-money Laundering Regulation at BSC;
- Approving the targets of internal operating plan for 2024;
- Approving the Internal Audit activity plan;
- Directing the implementation of dividend payment in 2023 by shares;
- Approving the increase of the Company's charter capital and update new charter capital in Company's Charter;
- Promulgate replacement regulations on decentralization and authorization of the Board of Directors to the Chairman/General Director of BSC;
- Issuing the Contingency plan for emergency situations of BSC;
- Issuing the "Risk Management Procedure for Covered Warrants";
- Issuing new Information Disclosure Regulations;
- Ranking of task completion, evaluating the Company's KPI and settling the Company's salary fund in 2024;
- Monitor and direct the implementation of risk management at BSC;
- Decide on main issues according to decentralization and authorization;
- Directing the periodic and irregular information disclosure under the laws;
- Supervising and monitoring the Business Plan implementation in 2024;
- Approving transactions beyond the authority of the General Director;
- Approving regulatory documents under the authority of the Board of Directors.

*(Detailed information on meetings and resolutions/decisions is provided in Appendices 01 and 02 attached)*

### **2.3. The Board of Directors' Supervision of the Board of Management**

According to the Company's Charter and Corporate Governance Regulations, the General Director is responsible for directly managing the company's daily business operations and is subject to the supervision of the Board of Directors (BOD). The General Director must be accountable to the BOD and comply with legal regulations when carrying out assigned duties. To ensure effective supervision, the BOD implements the following oversight methods:

- **Supervision through the reporting system:** Conducted via periodic and ad-hoc reports submitted to the BOD.

- **Supervision through supporting units:** Including the BOD Office, Internal Audit Committee, Risk Management Subcommittee, Development Policy Subcommittee, and Human Resources & Compensation Subcommittee.

- **Direct supervision:** Through BOD meetings to review, inspect, and provide guidance to the Board of Management based on principles of transparency, prudence, and objectivity.

The BOD issues resolutions to approve matters within its jurisdiction. Additionally, within its authority, the BOD provides strategic direction, market analysis, and macroeconomic assessments to support the review and adjustment of business strategies and plans.

The BOD also maintains regular communication with the Board of Management and affiliated subcommittees to ensure close supervision of business plan execution. When necessary, the BOD makes adjustments to align with the strategic objectives set for BSC.

### **2.4. Activities of the Subcommittees under the Board of Directors**

The corporate governance model has been strengthened with various subcommittees under the BOD, including the Internal Audit Committee, Risk Management Subcommittee, Human Resources & Salary Subcommittee, and Development Policy Subcommittee. These subcommittees assist the BOD in carrying out its functions and duties.

The subcommittees under the BOD provide recommendations on specialized matters as follows:

- **Internal Audit Committee:**
  - + Reviewing financial statements and financial safety indicators;
  - + Auditing anti-money laundering activities in 2023 at BSC;
  - + Conducting six internal audits as planned;
  - + Periodically reporting on the company's performance, operational efficiency, and potential financial risks;



- + Reviewing internal regulations at BSC and recommending necessary amendments and updates.

- **Risk Management Subcommittee:**

- + Advising the BOD on the issuance of the 2024 Risk Management Policy and developing the 2025 Risk Management Policy;

- + Recommending solutions for managing risks within the investment portfolio;

- + Proposing timely resolutions for risk management challenges based on periodic reports from the General Director, Risk Management Department, and other relevant units.

- **Human Resources & Salary Subcommittee:**

- + Advising the BOD on the 2023 performance evaluation and rewards system;

- + Providing recommendations for personnel planning;

- + Advising on employee compensation and benefits policies;

- + Supporting the development of the new organizational structure and drafting the company's Organizational Regulations;

- + Assisting in restructuring human resources based on the new organizational model;

- + Advising on salary classification following the restructuring;

- + Drafting regulations for income distribution;

- + Developing the KPI assessment framework.

- **Development Policy Subcommittee:** Advising the BOD on strategic policies and corporate development initiatives.

## **2.5. Activities of each member of the Board of Directors**

The BOD's activities at BSC strictly adhere to legal regulations, the Company's Charter, Corporate Governance Regulations, and internal operational rules. Board members actively update their governance knowledge, legal understanding, and market information to fulfill their responsibilities effectively. Based on their roles and duties, the BOD evaluates each member's contributions as follows:

- Performing assigned responsibilities in accordance with the Company's Charter, corporate governance laws, and internal regulations with integrity and diligence to ensure the Company's lawful interests;

- Maintaining loyalty to the Company and its shareholders, avoiding the misuse of corporate information, business opportunities, or company assets for personal gain or external benefits;

- Attending all BOD meetings and providing clear opinions on matters under discussion;

- Promptly and accurately disclosing their involvement in other enterprises where they or related individuals hold ownership or controlling stakes.

Specific activities of each BOD member in 2024:

- **Chairman of the Board of Directors: Mr. Ngo Van Dung:**
  - + Overseeing and managing all BOD activities within his authority;
  - + Preparing meeting agendas, convening, and presiding over BOD meetings;
  - + Ensuring that the BOD provides shareholders with legally required information at the General Meeting of Shareholders;
  - + Presiding over the General Meeting of Shareholders and signing resolutions approved by the meeting;
  - + Directing the formulation of corporate goals, strategic plans, and business objectives;
  - + Ensuring effective communication between BOD members, the Chairman, and the Board of Management;
  - + Facilitating the effective functioning of Independent Board Members and fostering constructive relationships between executive and non-executive directors;
  - + Directing the operations of the BOD Office;
  - + Carrying out other tasks as required by the General Meeting of Shareholders and the BOD;
  - + Acting as the Head of both the Development Policy Subcommittee and the Human Resources & Compensation Subcommittee.

- **Vice Chairman of the Board of Directors cum Deputy General Director: Mr. Chung Jae Hoon**
  - + Actively participating in all BOD meetings and providing input on matters within the BOD's authority;
  - + Executing tasks assigned by the General Meeting of Shareholders and the BOD;
  - + Serving as the key liaison for coordination and communication between the BOD, Board of Management, and strategic shareholders;
  - + Overseeing the development and deployment of new financial products and services on technology platforms;
  - + Supervising IT, digital transformation, and marketing initiatives;
  - + Directing the establishment of a BSC-affiliated Fund Management Company;
  - + Monitoring the company's business activities within his authority;
  - + Serving as a member of the Risk Management, Development Policy, and Human Resources & Compensation Subcommittees.

- **BOD Member cum General Director – Mr. Nguyen Duy Vien**
  - + Implementing and supervising the execution of BOD resolutions and decisions;
  - + Actively participating in all official BOD meetings and contributing to written decisions;
  - + Executing tasks assigned by the General Meeting of Shareholders and the BOD;
  - + Overseeing the company's business activities within his authority;
  - + Managing all aspects of company operations;



- + Ensuring timely and complete communication of information from the Board of Management to the BOD;
- + Overseeing the preparation of meeting materials and documents for the BOD;
- + Serving as a member of the Development Policy Subcommittee.
- **BOD Member – Ms. Hoang Thi Minh Ngoc**
- + Participating in all official BOD meetings and providing written opinions on matters within the BOD's authority;
- + Acting as the primary liaison for BOD oversight of the Board of Management's activities;
- + Supervising the execution of business plans, KPI assignments, and performance evaluations;
- + Overseeing corporate risk management efforts;
- + Leading the Internal Audit Committee;
- + Overseeing the establishment of the BSC-affiliated Fund Management Company;
- + Serving as Head of the Risk Management Subcommittee;
- + Performing other assigned tasks in compliance with legal regulations.
- **Independent BOD Member – Mr. Lim Do Kyoan**
- + Supporting the Chairman and Vice Chairman in formulating corporate goals, strategies, and business plans;
- + Performing the functions and duties of an Independent BOD Member as stipulated by law and the Company's Charter;
- + Actively participating in all official BOD meetings and providing written opinions on matters within the BOD's authority;
- + Supervising the implementation of resolutions and decisions from the General Meeting of Shareholders and the BOD;
- + Voting on issues within the BOD's jurisdiction as required;
- + Conducting periodic evaluations of the BOD, its affiliated committees, and individual members;
- + Performing other tasks assigned by the BOD in compliance with legal regulations.

### **3. Board of Directors' Operational Plan for 2025**

As Vietnam enters 2025, the economy is poised for significant breakthroughs, driven by the synchronized implementation of key economic policies and numerous large-scale public investment projects. Notably, the stock market anticipates a substantial boost from the official launch of the KRX system and expectations of an upgrade from a frontier market to an emerging market. Strategic legal reforms, combined with momentum from major infrastructure projects, are expected to usher in a new phase of economic growth. The potential market upgrade is not only expected to attract foreign capital inflows but also to strengthen investor confidence and promote sustainable long-term growth.

In this context, BSC aims to achieve robust development, enhance its competitiveness, and solidify its position as one of Vietnam's leading securities companies. To realize this vision, the Board of Directors (BOD) is committed to closely collaborating with the Board of Management, setting strategic directions, and driving business activities through the following key priorities:

- + **Enhancing supervisory and management capacity:** Strengthening the effectiveness of the BOD's leadership to ensure the efficient and flexible execution of business plans amid market fluctuations.

- + **Adapting flexibly and optimizing performance:** Closely monitoring economic and financial developments to devise timely solutions, increase operational efficiency, maximize profits, and create optimal value for shareholders.

- + **Investing in technology and innovation:** Accelerating digital transformation, upgrading IT infrastructure, and providing advanced financial products and services to meet market demands.

- + **Expanding strategic partnerships:** Leveraging strategic shareholder advantages to expand market share, strengthen market positioning, and create sustainable long-term value for the company.

- + **Building a modern corporate culture:** Developing a professional working environment, prioritizing risk management, improving employee productivity and welfare, and fulfilling corporate social responsibility sustainably.

With a comprehensive strategy and a proactive approach to market trends, BSC remains committed to delivering outstanding value to shareholders, clients, and the broader community, reaffirming its pioneering role in Vietnam's securities market.

Respectfully report to the Congress!./.

**Recipients:**

- As above;
- Save BSC, BODs' Office.

O/B. BOARD OF DIRECTORS  
CHAIRMAN   


**Ngo Van Dzung**



### Appendix 01: Board of Directors Meetings in 2024

No	BOD Member	Meetings Attended	Attendance Rate	Reason for Absence
1	Mr Ngo Van Dzung	10/10	100%	-
2	Mr Chung, Jae Hoon	10/10	100%	-
3	Mr Nguyen Duy Vien	10/10	100%	-
4	Ms Hoang Thi Minh Ngoc	6/6	100%	- Appointed on April 23, 2024.
5	Ms Nguyen Thanh Huyen	3/4	75%	- Absent from one meeting on March 29, 2024, due to personal reasons; - Dismissed on April 23, 2024.
6	Mr Lim, Do Kyoan	10/10	100%	-

## Appendix 02: Resolutions/Decisions of the Board of Directors in 2024

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	10/NQ-BSC	09/01/2024	Approving the loan proposal of BSC	100%
2	33/QĐ-BSC	19/01/2024	Issuing the Risk Management Policy 2024	100%
3	35/NQ-BSC	19/01/2024	Approving term deposit/certificate of deposit (CD) investment	100%
4	37/NQ-BSC	19/01/2024	Approving the loan proposal of BSC	100%
5	54/NQ-BSC	25/01/2024	Approving the plan for additional salary fund allocation in 2023	100%
6	55/NQ-BSC	25/01/2024	Approving the loan proposal of BSC	100%
7	113/QĐ-BSC	01/02/2024	Approving the results of emulation ranking for senior leaders, managers and rewards for teams with special and excellent achievements in 2023	100%
8	125/NQ-BSC	06/02/2024	Approving the loan proposal of BSC	100%
9	129/NQ-BSC	07/02/2024	Approving on the Investment strategy of valuable papers of financial institutions in 2024	100%
10	130/NQ-BSC	07/02/2024	Approving on the Government Bond Trading Strategy in 2024	100%
11	131/NQ-BSC	07/02/2024	Approving on the Corporate Bond Trading Strategy 2024	100%
12	135/QĐ-BSC	19/02/2024	Additional Personnel Planning	100%
13	136/QĐ-BSC	19/02/2024	Assign Company's KPI in 2024	100%
14	138/NQ-BSC	19/02/2024	Approving the loan proposal of BSC	100%
15	139/NQ-BSC	19/02/2024	Approving the loan proposal of BSC	100%
16	140/NQ-BSC	19/02/2024	Approving the loan proposal of BSC	100%
17	142/NQ-BSC	20/02/2024	Approving the loan proposal of BSC	100%
18	143/NQ-BSC	20/02/2024	Approving the loan proposal of BSC	100%
19	145/NQ-BSC	21/02/2024	Approving the loan proposal of BSC	100%
20	146/NQ-BSC	21/02/2024	Approving on the plan to hold the Annual General Meeting of Shareholders in 2024	100%
21	151/NQ-BSC	22/02/2024	Approving the loan proposal of BSC	100%
22	198/NQ-BSC	29/02/2024	Approving the Equity, ETFs, Futures and CW investment strategy for 2024	100%
23	199/NQ-BSC	29/02/2024	Approving the loan proposal of BSC	100%
24	200/NQ-BSC	29/02/2024	Approving the loan proposal of BSC	100%
25	202/NQ-BSC	01/03/2024	Approving the loan proposal of BSC	100%
26	204/NQ-BSC	04/03/2024	Approving the loan proposal of BSC	100%
27	205/NQ-BSC	04/03/2024	Approving the loan proposal of BSC	100%
28	206/NQ-BSC	04/03/2024	Approving the loan proposal of BSC	100%
29	207/NQ-BSC	04/03/2024	Approving the loan proposal of BSC	100%
30	209/NQ-BSC	06/03/2024	Approving the loan proposal of BSC	100%
31	210/NQ-BSC	08/03/2024	Approving the loan proposal of BSC	100%



32	211/NQ-BSC	11/03/2024	Approving the loan proposal of BSC	100%
33	212/NQ-BSC	11/03/2024	Approving the loan proposal of BSC	100%
34	213/NQ-BSC	11/03/2024	Approving the loan proposal of BSC	100%
35	214/NQ-BSC	11/03/2024	Approving the loan proposal of BSC	100%
36	221/QĐ-BSC	11/03/2024	Approving the Training Plan in 2024	100%
37	224/QĐ-BSC	13/03/2024	Approving the Bond investment limit	100%
38	225/NQ-BSC	13/03/2024	Approving the loan proposal of BSC	100%
39	228/NQ-BSC	15/03/2024	Approving the loan proposal of BSC	100%
40	240/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
41	241/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
42	242/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
43	243/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
44	244/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
45	245/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
46	246/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
47	247/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
48	248/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
49	249/QĐ-BSC	18/03/2024	Salary arrangements for staff	100%
50	252/NQ-BSC	20/03/2024	Approving the loan proposal of BSC	100%
51	253/QĐ-BSC	21/03/2024	Approving the plan for procurement of fixed assets and investment in capital construction in 2024	100%
52	254/NQ-BSC	21/03/2024	Approving the loan proposal of BSC	100%
53	256/NQ-BSC	22/03/2024	Approving the Draft of Joint venture agreement between BSC and EDRS in capital contribution for establishing a FMC	100%
54	261/NQ-BSC	26/03/2024	Approving the loan proposal of BSC	100%
55	262/NQ-BSC	26/03/2024	Approving the loan proposal of BSC	100%
56	268/QĐ-BSC	28/03/2024	Promulgate regulations on decentralization and authorization of the Board of Directors to the Chairman/General Director of BSC	100%
57	269/NQ-BSC	28/03/2024	Approving the loan proposal of BSC	100%
58	270/NQ-BSC	28/03/2024	Approving the loan proposal of BSC	100%
59	271/QĐ-BSC	28/03/2024	Approving the loan proposal of BSC	100%
60	272/NQ-HDQT	29/03/2024	Approving the Organizational Model and Organizational Regulations of BIDV Securities Joint Stock Company	100%
61	273/QĐ-HDQT	29/03/2024	Promulgating the Organizational Regulations of BIDV Securities Joint Stock Company	100%
62	277/QĐ-HDQT	01/04/2024	Establishment of Investment Consulting Division	100%
63	278/QĐ-HDQT	01/04/2024	Establishment of Investment and Treasury Division	100%
64	279/QĐ-HDQT	01/04/2024	Establishment of Research Center	100%
65	280/QĐ-HDQT	01/04/2024	Establishment of IT Division	100%

66	281/QĐ-HĐQT	01/04/2024	Establishment of Compliance Division	100%
67	282/QĐ-HĐQT	01/04/2024	Establishment of Strategy and Digital Transformation Division	100%
68	283/QĐ-HĐQT	01/04/2024	Establishment of Operation Division	100%
69	284/QĐ-HĐQT	01/04/2024	Establishment of Investment Banking Division (IB)	100%
70	285/QĐ-HĐQT	01/04/2024	Establishment of Planning Department	100%
71	286/QĐ-HĐQT	01/04/2024	Establishment of Communication & PR-Marketing Department	100%
72	287/QĐ-HĐQT	01/04/2024	Establishment of Financial Services Department	100%
73	288/QĐ-HĐQT	01/04/2024	Establishment of VIP Customer Investment Consulting Department 1 (Head Office)	100%
74	289/QĐ-HĐQT	01/04/2024	Establishment of VIP Customer Investment Consulting Department 2 (Head Office)	100%
75	290/QĐ-HĐQT	01/04/2024	Establishment of Legal Department	100%
76	291/QĐ-HĐQT	01/04/2024	Establishment of Investment Department	100%
77	292/QĐ-HĐQT	01/04/2024	Establishment of Retail Product Policy Department	100%
78	293/QĐ-HĐQT	01/04/2024	Establishment of Consulting Center	100%
79	294/QĐ-HĐQT	01/04/2024	Renaming of Departments of Branch	100%
80	295/QĐ-HĐQT	01/04/2024	Establishment of Proprietary Trading Department (Branch)	100%
81	296/QĐ-HĐQT	01/04/2024	Staff reappointment	100%
82	297/QĐ-HĐQT	01/04/2024	Staff reappointment	100%
83	298/QĐ-HĐQT	01/04/2024	Staff reappointment	100%
84	299/QĐ-HĐQT	01/04/2024	Staff reappointment	100%
85	300/QĐ-HĐQT	01/04/2024	Staff appointment	100%
86	301/QĐ-HĐQT	01/04/2024	Staff appointment	100%
87	302/QĐ-HĐQT	01/04/2024	Staff appointment	100%
88	330/NQ-BSC	02/04/2024	Approving the loan proposal of BSC	100%
89	333/QĐ-BSC	03/04/2024	Mobilize and assign new tasks to staff	100%
90	337/QĐ-BSC	05/04/2024	Promulgating the Anti-money Laundering Regulation	100%
91	346/NQ-BSC	10/04/2024	Approving the loan proposal of BSC	100%
92	351/QĐ-BSC	17/04/2024	Approving the policy of continuing to sign labor contracts with personnel of the Board of Directors Office	100%
93	358/QĐ-BSC	22/04/2024	Approving the credit line	100%
94	359/QĐ-BSC	25/04/2024	Salary arrangements for staff	100%
95	360/QĐ-BSC	25/04/2024	Salary arrangements for staff	100%
96	361/QĐ-BSC	25/04/2024	Salary arrangements for staff	100%
97	362/QĐ-BSC	25/04/2024	Salary re-arrangements for staff	100%
98	365/QĐ-BSC	25/04/2024	Salary arrangements for staff	100%
99	366/QĐ-BSC	25/04/2024	Salary arrangements for staff	100%

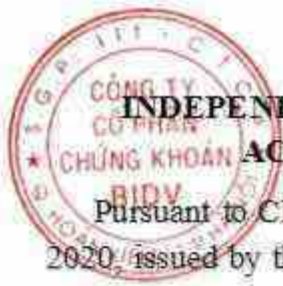


100	418/QĐ-BSC	03/05/2024	Approving the credit line	100%
101	419/QĐ-BSC	03/05/2024	Assignment work for Members of the Board of Directors	100%
102	426/QĐ-BSC	08/05/2024	Approving the commendation of outstanding achievements for Working group builds and negotiates a cooperation contract to establish Fund Management Company between BSC and EDR	100%
103	431/QĐ-BSC	13/05/2024	Approving the Allocation of commendation and encouragement for Management and Administration work in 2023 to Board of Directors, Supervisory Board, Board of Management	100%
104	453/NQ-BSC	21/05/2024	Approving Plan to issue 10 warrants based on shares of ACB, FPT, HPG, MBB, MWG, STB, TCB, VHM, VNM and VPB	100%
105	457/QĐ-BSC	22/05/2024	Approving the continuing to hold investment in bonds	100%
106	462/NQ-BSC	27/05/2024	Approving the BSC's Operating plan for 2024	100%
107	465/NQ-BSC	28/05/2024	Approving the implementation of the plan to issue share to pay dividend and increase Company's charter capital	100%
108	469/QĐ-BSC	06/06/2024	Approving the credit line of BSC	100%
109	480/QĐ-BSC	07/06/2024	Approving the Internal Audit activity plan in the last 6 months of 2024	100%
110	481/QĐ-BSC	07/06/2024	Approving the credit line of BSC	100%
111	482/QĐ-BSC	07/06/2024	Approving the credit line of BSC	100%
112	486/NQ-BSC	12/06/2024	Finalize the list of shareholders to exercise the right to receive dividend in 2023 by shares	100%
113	526/QĐ-BSC	01/07/2024	Approving the credit line of BSC	100%
114	634/QĐ-BSC	06/08/2024	Approving the results of emulation classification and reward for the first 6 months of 2024	100%
115	635/QĐ-BSC	06/08/2024	Approving the increase of the Company's charter capital and amendment of the Company's Charter after completing the increase of charter capital	100%
116	645/QĐ-BSC	09/08/2024	Approving the credit line of BSC	100%
117	647/NQ-BSC	13/08/2024	Approving the bond investment plan	100%
118	648/QĐ-BSC	13/08/2024	Approving the credit line of BSC	100%
119	664/QĐ-BSC	26/08/2024	Approving the credit line of BSC	100%
120	728/NQ-BSC	09/09/2024	Approval of updating the Company's Charter according to the new Charter Capital	100%
121	730/QĐ-BSC	09/09/2024	Approval of final settlement of the complete project "Equipping facilities and technical infrastructure for the new location of BSC Ho Chi Minh City branch"	100%

122	731/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
123	732/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
124	733/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
125	734/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
126	735/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
127	736/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
128	737/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
129	738/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
130	739/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
131	740/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
132	741/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
133	742/QĐ-BSC	09/09/2024	Salary arrangements for staff	100%
134	745/QĐ-BSC	10/09/2024	Approving the proposal to hire system Compromise Assessment (CA) and Security Operations Center (SOC) services	100%
135	758/QĐ-BSC	24/09/2024	Approving the credit line of BSC	100%
136	759/QĐ-BSC	24/09/2024	Approving the credit line of BSC	100%
137	768/QĐ-BSC	30/09/2024	Approval of investment in bond	100%
138	780/QĐ-BSC	07/10/2024	Promulgate regulations on decentralization and authorization of the Board of Directors to the Chairman/General Director of BSC	100%
139	789/QĐ-BSC	10/10/2024	Approving the credit line of BSC	100%
140	797/QĐ-BSC	14/10/2024	Approval of adjustment of investment in bond	100%
141	802/QĐ-BSC	16/10/2024	Issuing the Contingency plan for emergency situations	100%
142	808/QĐ-BSC	18/10/2024	Approval of reappointment to the position of Deputy General Director of BSC	100%
143	809/QĐ-BSC	18/10/2024	Approving the credit line of BSC	100%
144	824/QĐ-BSC	24/10/2024	Approving the credit line of BSC	100%
145	836/QĐ-BSC	30/10/2024	Implementing the IT asset procurement plan for 2024	100%
146	837/QĐ-BSC	30/10/2024	Approval of the proposal to implement a promotional program in cooperation with BIDV Insurance Corporation (BIC) to develop new account opening customers	100%
147	838/QĐ-BSC	30/10/2024	Approval of adjustment credit line of BSC	100%
148	898/QĐ-BSC	05/11/2024	Approving the credit line of BSC	100%
149	901/QĐ-BSC	12/11/2024	Approval of continued holding of bond investment	100%
150	914/QĐ-BSC	18/11/2024	Approval of signing the Appendix to the Customer Development Cooperation Contract to provide information connecting on the MIS system between BSC and BIDV	100%
151	915/QĐ-BSC	18/11/2024	Approval of the proposal to sign Agreement on protecting customers' personal data between BSC and BIDV	100%



152	920/QD-BSC	20/11/2024	Approving the loan proposal of BSC	100%
153	922/QD-BSC	22/11/2024	Approving the credit line of BSC	100%
154	930/QD-BSC	28/11/2024	Approving the loan proposal of BSC	100%
155	935/QD-BSC	29/11/2024	Issuing the "Risk Management Procedure for Covered Warrants"	100%
156	948/QD-BSC	06/12/2024	Approval of adjustment credit line of BSC	100%
157	950/QD-BSC	10/12/2024	Approving the loan proposal of BSC	100%
158	955/QD-BSC	10/12/2024	Approval for the continuation of additional investment in bond	100%
159	957/QD-BSC	11/12/2024	Approval of adjustment credit line of BSC	100%
160	965/QD-BSC	17/12/2024	Approval of the policy on implementing the BIDV Certificate of Deposit trading initiative	100%
161	966/QD-BSC	17/12/2024	Issuing the Risk limit and risk parameter for CD_Flex activities in the pilot phase	100%
162	969/QD-BSC	17/12/2024	Issuing the Internal Regulation on Company Administration	100%
163	970/QD-BSC	17/12/2024	Issuing the Operation Regulation of the Board of Directors	100%
164	975/QD-BSC	19/12/2024	Approving the loan proposal of BSC	100%
165	976/QD-BSC	19/12/2024	Approving the loan proposal of BSC	100%
166	977/QD-BSC	19/12/2024	Approving the loan proposal of BSC	100%
167	981/QD-BSC	24/12/2024	Issuing the "Information disclosure Regulation"	100%
168	984/QD-BSC	24/12/2024	Approving the loan proposal of BSC	100%
169	987/QD-BSC	25/12/2024	Approving the credit line of BSC	100%
170	991/QD-BSC	26/12/2024	Approving the loan proposal of BSC	100%
171	993/QD-BSC	26/12/2024	Approving the loan proposal of BSC	100%
172	994/QD-BSC	26/12/2024	Approving the loan proposal of BSC	100%
173	995/QD-BSC	27/12/2024	Approval of Compensation settlement for Members of the Board of Directors and Members of Supervisory Board serving on a part-time basis in 2024	100%
174	999/QD-BSC	31/12/2024	Approval of Internal Audit Plan in 2025	100%
175	1000/QD-BSC	31/12/2024	Issuance of Risk limit and risk parameter of 2025	100%
176	1001/QD-BSC	31/12/2024	Approving the loan proposal of BSC	100%
177	1004/QD-BSC	31/12/2024	Adjustment of salary for Mr Chung Jae Hoon - Vice Chairman of the Board of Directors	100%
178	1005/QD-BSC	31/12/2024	Adjustment of salary for staff	100%
179	1007/QD-BSC	31/12/2024	Approval of evaluation and classification of the Company's task completion and 2024 salary fund settlement	100%



## **INDEPENDENT BOARD MEMBER'S ASSESSMENT REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024**

Pursuant to Clause 4, Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law, the Independent Board Member hereby presents the evaluation of the activities of the Board of Directors (BoD) of BSC in 2024 as follows:

### **1. Organizational Structure**

The 2024 Annual General Meeting of Shareholders (AGM) dismissed one Board member and elected one new member. As of now, the total number of BoD members of BSC stands at five, including one independent member and two non-executive members. The organizational structure of the BoD ensures a balanced composition between executive, non-executive, and independent members. All BoD members actively and fully participated in Board activities, adhering to good corporate governance practices.

### **2. Operational Mechanism of the Board of Directors**

In 2024, the BoD held ten in-person meetings to address key issues concerning the company's operations. These meetings were convened and conducted with specific schedules, well-prepared documentation, and in compliance with the company's charter and legal regulations. The agenda items were thoroughly discussed and carefully evaluated by BoD members.

Additionally, under the BoD's Operating Regulations, the BoD sought written opinions from its members 140 times to resolve issues within its authority, resulting in a total of 179 resolutions/decisions addressing major company policies and strategic matters.

The BoD maintained close discussions and collaboration with the Board of Management regarding business planning, financial performance, investment strategies, product and service policies, and internal management systems.

### **3. Governance and Supervisory Results of the Board of Directors**

The BoD effectively fulfilled its role in governance and oversight of the Board of Management, ensuring that company operations remained well-controlled, aligned with strategic directions, and responsive to practical needs. Specifically:

- The BoD complied with corporate governance regulations, convened regular and extraordinary meetings in a timely manner, and issued appropriate decisions based on real-time circumstances.

- The BoD effectively carried out its role and responsibilities in directing, supporting, and overseeing the Board of Management's implementation of resolutions passed by the AGM and the BoD, ensuring legal compliance and safeguarding the interests of the company and its shareholders.

- BoD members proactively recognized their roles and responsibilities, providing guidance and sharing expertise with the Board of Management in business operations and corporate governance.



#### **4. Activities of the Independent Board Member in 2024**

The current BoD structure consists of five members, including one independent member who meets all eligibility criteria and fulfills responsibilities in accordance with the company's Charter, Internal Regulation on Company Administration, BoD Operating Regulations, and applicable laws. The activities of the Independent Board Member in 2024 included:

- Performing the duties of an Independent Board Member as stipulated by law and the company's Charter.
- Fully participating in official BoD meetings and providing written opinions on key company matters.
- Monitoring the implementation of BoD decisions.
- Voting on policies and strategies under the BoD's authority.
- Assisting the Chairman and Vice Chairman of the BoD in defining corporate goals, directions, strategies, and plans.
- Periodically assessing the performance of the BoD and its affiliated units.
- Undertaking other assignments as delegated by the BoD in accordance with legal provisions.

#### **5. Conclusion**

In 2024, the BoD of BSC conducted its activities in compliance with applicable laws, the company's Charter, and BoD Regulations. It fully implemented AGM resolutions and authorized matters, with the following key highlights: (i)- Well implemented the key tasks set for 2024; (ii)- All BoD members diligently performed their assigned duties, demonstrating professionalism and prudence in safeguarding the company's interests; (iii) - The BoD effectively discharged its supervisory role over company operations, ensuring appropriate strategic direction and timely decision-making, optimizing resource utilization while maintaining stringent risk management and strict legal compliance; (iv)- Beyond governance and supervision, the BoD closely collaborated with the Board of Management to actively seek solutions to overcome business challenges in 2024.

This report presents the Independent Board Member's assessment of the BoD's activities in 2024.

Respectfully submitted to the General Meeting of Shareholders /.

**INDEPENDENT MEMBER  
OF THE BOARD OF DIRECTORS**



**Lim Do Kyo**



**REPORT OF THE BOARD OF SUPERVISORS**  
**On: 2024 Operating Results and 2025 Operational Orientation**

**To: General Meeting of Shareholders**

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, issued by the 14th National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to the Charter of BIDV Securities Joint Stock Company, as approved by the General Meeting of Shareholders;*

*Pursuant to the Operational Regulations of the Board of Supervisors of BIDV Securities Joint Stock Company;*

*Based on the functions and duties as approved by the General Meeting of Shareholders (AGM).*

The Board of Supervisors ("BOS") of BIDV Securities Company (BSC) for the 2021-2026 term has carried out supervision in accordance with legal regulations, BSC's Charter, AGM Resolutions, and relevant internal regulations. At the 2025 Annual General Meeting of Shareholders, the Board of Supervisors hereby reports to the AGM on its operating in 2024, including the results of supervision over the company's business and financial activities, as well as the oversight of the Board of Directors (BOD) members and the General Director in 2024, with details as follows:

**I. Self-Assessment Report on the Operating of the Board of Supervisors**

**1. Structure of the Board of Supervisors**

The Board of Supervisors of BSC for the 2021-2026 term consists of three (03) members:

No	Name	Position	Date of appointment to the Board of Supervisors
1	Ms. Pham Thanh Thuy	Head of the Board of Supervisors	Elected as Head of the Board of Supervisors from April 10, 2021
2	Ms. Vu Minh Chau	Member	Elected as a Member of the Board of Supervisors from April 10, 2021
3	Ms. Kang Hee Joung	Member	Elected as a Member of the Board of Supervisors from April 14, 2023



## **2. Board of Supervisors's Activities Report for 2024**

In 2024, the Board of Supervisors (BOS), acting as the representative of BSC's shareholders, fully carried out its responsibilities in inspection and supervision as prescribed by regulations. Additionally, the BOS proposed necessary changes in business operations, risk management, and corporate governance. These efforts supported the Board of Directors (BOD) and the Board of Management in implementing the business plan and fulfilling the tasks approved by the General Meeting of Shareholders (AGM).

The Board of Directors and the Board of Management of BSC have created favorable conditions for the Board of Supervisors to perform its functions and tasks in accordance with the provisions of law and internal regulations of BSC, in accordance with the Information Exchange Mechanism between the Board of Directors, the General Director, the Board of Supervisors, and the Internal Audit Committee. The members of the Board of Supervisors and the Head of Internal Audit Committee were invited and attended all regular meetings of the Board of Directors; were provided with information and documents on the management, operation and business activities of BSC to serve the supervision work of the Board of Supervisors. The supervision results, the results of the internal audit, and the recommendations and proposals of the Board of Supervisors were fully sent to the Board of Directors and the General Director and were reviewed by the Board of Directors, Board of Management and directed relevant units, individuals to study and implement, and periodically reported the results to the Board of Supervisors.

The Board of Supervisors has fully reported the results of performing its functions and duties to the shareholders at the 2024 Annual General Meeting of Shareholders in accordance with the provisions of law, BSC's Charter, and the Operation regulations and Supervision Process of the Board of Supervisors. In 2024, there were no cases where shareholders or major shareholder groups requested to inspect accounting books, accounting records, other documents and the management and operation of BSC. The Head and members of the BOS fulfilled their duties in executing the planned activities as follows:

### **2.1. Supervision of Compliance with Legal Regulations, BSC's Charter, and Business Operations in 2024**

In 2024, the Board of Supervisors closely monitored compliance with legal regulations, BSC's Charter, and relevant internal regulations.

Regarding business performance, as of December 31, 2024, the company's total assets reached VND 10,315 billion (a 24% increase compared to 2023), and pre-tax profit stood at VND 515.68 billion. Asset quality was maintained at a positive level, with no bad debts or outstanding issues requiring resolution.

### **2.2. Supervision of the Implementation of the 2024 AGM Resolutions**

*- Implementation of 2024 Business Plan Targets:*

Indicator	2024 Business Plan	Actual as of 31/12/2024	% of Target Achieved
Profit before tax	VND 550 billion	VND 515.68 billion	94%
Financial Adequacy Ratio (%)	≥ 260%	679.95%	Completed

*- 2023 Profit Distribution Plan:*

The Company executed its 2023 profit distribution plan as approved by the AGM, including a 10% stock dividend payment.

*- BOD and BOS Remuneration for 2024:*

In 2024, BSC disbursed VND 3,244,180,014 in remuneration for BOD and BOS members, staying within the budget approved by the AGM under Resolution No. 01/NQ-AGM dated April 23, 2024. The breakdown is as follows, of which the total remuneration for full-time members is VND 2,986,830,014; The total remuneration for part-time BOD and BOS members is VND 257,350,000.

Thus, except for missing the profit target due to overall market conditions, BSC successfully implemented all elements approved in the 2024 AGM Resolution.

### **2.3. Monitoring the Governance and Management Activities of the Board of Directors and the Board of Management**

Through the 2024 inspection and supervision process, the BOS determined that the BOD and the Board of Management operated in compliance with their functions and duties as stipulated by law, the Company's Charter, and the AGM Resolutions. Specific findings include:

**- Governance by the Board of Directors (BOD):**

In 2024, the Board of Directors (BOD) complied with legal regulations, the Company's Charter, and the BOD's operational regulations while effectively implementing the resolutions of the General Meeting of Shareholders (AGM).

The BOD held ten in-person meetings, with all members attending and working responsibly to discuss, deliberate, and reach consensus on matters within their authority. Additionally, the BOD promptly directed the company's business activities in response to market developments, ensuring shareholders' rights and interests amid a volatile market environment.

Furthermore, the BOD conducted 140 written consultations in 2024 to decide on matters within its jurisdiction.

In its leadership role—setting directions, overseeing, and managing business activities—the BOD issued 179 Resolutions/Decisions across various operational aspects, providing a strategic foundation for the Board of Management to implement effectively.



#### **- Management by the General Director**

Together with the Board of Management, the CEO has effectively directed the company in fully and promptly implementing the Resolutions and Decisions of the General Meeting of Shareholders (AGM) and the Board of Directors (BOD). Despite market volatility, the CEO has made efforts to maintain business operations at a positive level, proactively planning and managing business activities while optimizing organizational and corporate governance efficiency.

Given the fluctuations in the stock market affecting business plan execution, the CEO has regularly and promptly reported to the BOD on operational results, challenges, and obstacles in business activities. At the same time, the CEO has proactively made management decisions to minimize losses and maximize the company's profits.

The BOD and CEO have ensured the timely and complete provision of documents, resolutions/decisions of the BOD, and other materials necessary for the Board of Supervisors (SB). Representatives of the SB have been invited to attend BOD meetings, providing independent opinions to ensure that decisions are optimized for maintaining the rights and interests of shareholders and stakeholders.

#### **2.4. Financial Statement Review**

The Company's financial statements accurately and fairly reflect its financial position in all material aspects and fully comply with accounting standards. The finance and accounting operations were well-organized, ensuring proper bookkeeping and financial reporting on a quarterly, semi-annual, and annual basis in an accurate, truthful, and lawful manner.

The BOS reviewed and confirmed the figures in the semi-annual and annual financial statements and financial safety ratio reports for 2024. It also provided feedback to the Board of Management to enhance the accuracy, transparency, and consistency of financial reporting.

The financial statements and financial safety ratio reports complied with current regulations and were audited by a reputable independent auditing firm, ensuring they accurately and truthfully reflected the Company's financial position at each reporting period. These reports were timely disclosed in compliance with listing regulations.

#### **2.5. Supervision and Evaluation of the Internal Control, Internal Audit, Risk Management, and Early Warning Systems**

In 2024, the Board of Supervisors conducted periodic reviews and monitoring of the company's operations. Through this process, the Board identified potential issues and risks, providing recommendations to the Board of Directors (BOD) and the Board of Management for timely corrective actions.

Additionally, the Board of Supervisors assessed the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning mechanisms.

Based on these evaluations, it proposed solutions to enhance operational efficiency and minimize risks for the company.

## **2.6. Review of Related-Party Transactions**

In 2024, the company engaged in contracts/transactions with four related parties. Upon review, these contracts/transactions were identified as service agreements and regular transactions with BIDV or related parties, aimed at coordinating service provision to customers and expanding cross-selling activities.

These transactions were conducted in a manner that safeguarded BSC's interests, contributed to increasing the company's capital resources, and enhanced cooperation in sales with related parties. As a result, they played a role in boosting the company's profitability and shareholder value. *(Details provided in the attached Appendix.)*

## **II. Orientation for 2025 Activities**

Based on its functions and responsibilities as outlined in the Company's Charter and the Board of Supervisors's organizational and operational regulations, the Board of Supervisors has identified the following key focus areas for 2025:

- Supervise compliance with legal regulations, the Company Charter, business operations, corporate governance, and management activities of the Board of Directors (BOD) and the General Director and assess the effectiveness of the internal control, internal audit and risk management departments.

- Monitor the implementation of the 2025 General Meeting of Shareholders (AGM) resolutions.

- Participate in and provide input at meetings of the AGM and BOD as required.

- Oversee the issuance and amendment of internal corporate documents to ensure compliance with regulatory requirements or legal updates.

- Evaluate the completeness, legality, and accuracy of the Financial Statements and Financial Safety Ratio Reports, review significant changes in the Company's accounting policies, assess the corporate governance report from the BOD to be presented at the annual AGM.

## **III. Recommendations for 2025**

Based on the results of monitoring Company activities in 2024, the BOS provides the following recommendations for 2025:

- The unpredictable geopolitical conflicts among major powers and the risks associated with U.S. trade policies toward Vietnam are expected to continue posing challenges and volatility for the economy and stock market in 2025. Therefore, BSC must maintain flexibility in management, promptly update market information, analyze trends, and implement timely response strategies to successfully achieve the targets set by the AGM.



- BSC should continue fostering comprehensive cooperation with its strategic partner, Hana Securities, in professional expertise, governance, digital transformation, and product/service development. Additionally, leveraging Hana Securities' Korean client network will help maximize benefits for the company and its shareholders.

- BSC should continue investing in upgrading its IT infrastructure to improve system functionality, enhance stability and security, and integrate new trading utilities, products, and digital services. These improvements will elevate customer experience and service quality.

- BSC must reinforce internal audits, compliance monitoring, and risk management to identify, assess, and proactively mitigate potential risks in business operations. Timely detection and preventive measures will ensure operational stability and sustainable growth.

This report presents the full activities of the BOS for submission to the AGM.

Best regards!

**Recipients:**

- As above;
- Save BSC.

**O/B. BOARD OF SUPERVISORS**

**HEAD OF THE BOARD**



**Pham Thanh Thuy**

**Appendix: Contracts/Transactions Between the Company and Related Parties**

No.	Name of institution/ individual	Relationship with the Company	No. *, date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by Board Of Director (if any, specifying date of issue)	Content, quantity, total value of transaction
1	Joint Stock Commercial Bank for Investment and Development of Viet Nam	Parent Company	Business Registration Certificate No. 0100150619 issued by the Business Registration Department, Planning and Investment of Hanoi for the first time on April 3, 1993, registered for the 28th change on January 03, 2024	BIDV Tower, 194 Tran Quang Khai St, Hoan Kiem District, Hanoi	2024		<ul style="list-style-type: none"> <li>- Deposit balance at BIDV 105,459,376,360 VND</li> <li>- Deposit balance of investors at BIDV 707,225,364,754 VND</li> <li>- CDs and term deposits 90,000,000,000 VND</li> <li>- Estimated receivables for interest of deposit and CDs and bonds 3,507,945,208 VND</li> <li>- Receivables for service charges 60,000,000 VND</li> <li>- Payable for transaction services for BIDV 752,145,563 VND</li> <li>- Payables for interest loan of margin lending for BIDV 1,182,143,580 VND</li> <li>- Disburse mortgage loans for customers 105,456,948,772 VND</li> <li>- Revenue of interests on deposits, CDs, bonds 29,877,462,972 VND</li> </ul>



							- Other custody revenue 118,181,819 VND - Transaction service fee 31,247,621,470 VND - Cost of interests on deposits 305,024,308 VND
						Decision No. 914/QD-BSC dated November 18, 2024	Approval of signing the Appendix to the Customer Development Cooperation Contract to provide information connecting on the MIS system between BSC and BIDV
						Decision No. 915/QD-BSC dated November 18, 2024	Approval of the proposal to sign Agreement on protecting customers' personal data between BSC and BIDV
						Decision No. 965/QD-BSC dated December 17, 2024	Approval of the policy on implementing the BIDV Certificate of Deposit trading initiative
2	BIDV Insurance Corporation	Subsidiary of BIDV	0100931299	11th Floor, 263 Cau Giay, Hanoi	2024		- Revenue of securities brokerage fee 344,403,405 VND - Revenue of deposit fee 36,973,101 VND - Cost of buying insurance 1,078,140,172 VND
						Decision No. 837/QD-BSC dated October 30, 2024	Approval of the proposal to implement a promotional program in cooperation with BIDV Insurance Corporation (BIC) to develop new account opening customers

3	Bank for Investment and Development of Cambodia	Subsidiary of BIDV	B7.09.148	#370, Monivong Blvd, Boeung Keng Kang I, Chamkarmon, Phnom Penh, Cambodia	2024		- Revenue of interests on term deposits 31,780,822 VND
4	Hana Securities co., LTD	Major shareholder	CB1827	82, Uisadang-daero, Youngdeungpo-gu, Seoul	2024		- Dividend payment in share 70,988,440,000 VND - Expenses for dispatching personnel 9,005,827,436 VND



**REPORT OF THE BOARD OF MANAGEMENT****On: Business results in 2024 and Business plan in 2025****To: The General Meeting of Shareholders of the Company**

The General Director of BIDV Securities Joint Stock Company (BSC) respectfully reports to the General Meeting of Shareholders on the business results in 2024 and the business plan for 2025, specifically as follows:

**PART 1. BUSINESS RESULTS 2024****I. Macroeconomic context and stock market in 2024**

- **Macroeconomics:** In the context of complicated developments in the world economy and politics, Vietnam's economy was managed stably, GDP growth reached 5.05%, inflation was controlled below 4%, and major balances were ensured. Monetary easing, strong domestic cash flows, and the regulator's efforts to improve were the **Bright Spot** supporting the stock market. However, pressure from, exchange rates, interest rate differentials and monetary policies of major economies are still **challenge** significant.

- **Stock Market:** After the bullish period in the first quarter, the market entered a correction phase and moved sideways in the face of record net selling by foreign investors as well as exchange rate pressure. At the end of the trading session on December 31, 2024, the VN-Index reached 1,266.78 points, up 12% compared to the end of 2023. The market experienced many fluctuations in the region of 1,200 – 1,300 with a sharp decline in liquidity in the last 6 months of the year (an average of about 18 trillion VND/session, down 27% compared to the first 6 months of the year), showing the cautious sentiment of investors.

**II. Evaluation of BSC's activities in 2024****1. Results of implementation of the business plan**

BSC's business results in 2024 were set in the context of a sharp decline in market liquidity in the second half of the year, reaching an average of 21,017 billion VND session, 9% lower than the assumption when building the 2024 business plan at 23,000 billion VND. The bond market was still slow to recover, while relevant legal regulations tend to tighten, creating more challenges for businesses, investors and financial advisory activities.

In the context of difficult business conditions and fierce competitive pressure in the industry, under the close direction of the Board of Directors, Board of Management and the efforts of all employees, by the end of 2024, BSC achieved positive business results with generally strong growth in all business segments.

**Table: Results of business targets in 2024**

No.	Quota	FY2024	2024 Plan	
			Plan	% plan completion
1	Profit before tax (billion VND)	<b>515.68</b>	550	94%
2	Capital Adequacy Ratio	679,95%	>260%	100%

- *Profit before tax* in 2024 reached **515,68 billion VND**, up 1.3% compared to 2023.

- *The Capital Adequacy Ratio* is maintained at a high level. As of December 31, 2024, the Company's CAR was 679,95% in the excellent group according to the regulations of the SSC.

## **2. Results of each business activities**

### **2.1. Brokerage activities**

- *Brokerage revenue* of BSC reached 314.1 billion VND, up 5% compared to 2023. Brokerage activities in 2024 continued to be under increasing competitive pressure as the market raced to reduce transaction fees of 0 VND for customers or to apply commissions of up to 90% for referral partners.

#### **- Regarding brokerage market share:**

+ BSC's stock brokerage market share reached 2.34%, down 9.6% compared to 2023 due to fierce competitive pressures. Facing challenges, BSC still reached **Top 7** brokerage market shares on the HNX, up 2 places compared to 2023 and reached the **Top 10** brokerage market shares on UpCoM;

+ BSC has continued to promote and maintain its position when it was in the **Top 4** securities with the largest bond brokerage market share on the HNX, and was awarded a *certificate of merit by the Ministry of Finance in recognition of its contribution to the Government bond segment in the period of 2020-2024*.

#### **- Regarding customer development:**

+ During the year, BSC continuously researched and proactively adjusted product policies appropriately for each segment, ensuring competitiveness and promoting customers to transact. In addition, BSC also launched BSC's 25th birthday promotion program, account opening promotion program via FireAnt channel and cooperation program with BIC. In 2024, there will be more than 18.3 thousand new accounts opened at BSC, bringing the number of managed accounts to more than 197 thousand accounts, an increase of 9% compared to 2023;

+ The customer base for institutional transactions via BSC continued to be focused on expanding in 2024, typically large funds in the market such as VinaCapital, Manulife, Dai-ichi Life, KIM...

### **2.2. Lending activities:**

- *Lending revenue* reached 505.5 billion VND, up 13.3% compared to 2023.

- *Loan scale*: As of December 31, 2024, total outstanding loans reached 5,200 billion VND, up 19% compared to the end of 2023.



- **Product policy:** The general market lending interest rate is still low and the competition for margin lending policies in the market is increasingly fierce. In order to maintain the outstanding debt level, the margin lending product policies at BSC must both ensure increased competition, which means that profit margins will decrease but can still promote the increase in scale and profitability profits from lending activities.

- **Strengthen risk control:** BSC always focuses on completing the review of the process and risk management of margin lending activities, developing a risk control plan, continuously evaluating and managing the limit according to each customer, loan portfolio and closely following the market situation to ensure capital safety. BSC does not incur bad debts in lending activities

### **2.3 Financial Advisory Activities**

The corporate bond market in 2024 still had many difficulties, recovery was still slow and uneven. The volume of bonds issued in 2024 was much lower than in the previous period. The amount of bonds maturing in the last two months of 2024 was up to VND 66 trillion, putting pressure on the cash flow of businesses, especially real estate businesses. Therefore, the business performance of the IB segment of many securities companies was affected because the revenue depends largely on bond issuance activities.

Although financial consulting activities in 2024 still faced many difficulties, from the second half of the second quarter it has shown signs of prosperity. BSC's total revenue from financial advisory and underwriting and issuance agent activities in 2024 reached 15.2 billion VND, an increase of 1.4 times compared to in 2023, mainly coming from bond issuance consulting contracts with IDTT, MBB, TPB, BCM, etc.

### **2.4. Proprietary trading activities**

The stock market in 2024 is complicated with many opportunities and risks intertwined. BSC succeeded in making good use of the market's upticks and managing risk tightly before the downturns. In 2024, profit from assets recorded through profit and loss (FVTPL) and assets held to maturity (HTM) reached VND 320.5 billion. In particular, the portfolio of stocks and structured products seized the opportunities well and achieved a profit margin of 22.4%, much higher than the growth of the VN-Index (up 12%).

## **3. Social security**

In addition to promoting business, BSC also focuses on implementing social responsibility, along with the development of the country. Giving wings to the dream of going to school for children in the highlands, every year, BSC always sponsors the construction of school buildings, improving facilities at disadvantaged school sites. In 2024, BSC implemented the construction of Tong Trong, Tram Tau, Yen Bai kindergartens and renovated Cham Rao Primary School, Son Nham, Quang Ngai, with a total budget of up to 1.1 billion VND. In addition, BSC also implemented many programs to support disadvantaged families, patients treated at medical facilities and relief areas affected by natural disasters,...

#### 4. Achievements and awards

BSC was recognized and highly appreciated by the market for its service quality, honored to receive a certificate of merit from the Ministry of Finance and prestigious awards from prestigious financial magazines in the world:

- *"Best Securities Broker in Vietnam 2024"* award by Global Banking and Finance Review.

- Certificate of Merit *"Achievements in contributing to the construction and development of Vietnam's stock market in the period of 2020-2024"* from the Ministry of Finance.

- Certificate of Merit *"Achievements in contributing to the development of the Government bond market in the period of 2020-2024, contributing to the socio-economic development of the country"* awarded by the Ministry of Finance.

### PART 2. BUSINESS PLAN 2025

#### 1. Forecast of the market situation in 2025

##### 1. Macroeconomic outlook in 2025

It is forecasted that in 2025, economic growth is likely to recover slowly in 2025 thanks to the cooling of global interest rates due to inflation, which has been somewhat controlled since the end of the second quarter of 2024. However, when geopolitical tensions, trade protectionism and climate change can push inflation up and restrain global economic growth, the economic situation in 2025 will still face many challenges and fluctuations.

In Vietnam, although advantages and difficulties and challenges are intertwined, there are also new opportunities that can appear. The National Assembly has set a target of GDP growth rate in 2025 reaching 8% or more, flexibly and synchronously operating monetary policy tools and solutions, controlling target inflation in 2025 at an average level of about 4-4.5%, contributing to macroeconomic stability, currency and foreign exchange market stability, etc control the credit growth rate according to the set orientation at a growth rate of about 16%.

##### 2. Market outlook in 2025

Favorable factors and risks affecting the securities industry include:

Advantages	Disadvantages
(1) The driving force from the revolution of "institutions, human resources, and structures" is creating a solid foundation for economic development, improving the attractiveness of the stock market; (2) Macroeconomic recovery momentum and low interest rate environment create conditions for capital inflows into the stock market; (3) Upgrade prospects: Vietnam is gradually resolving outstanding issues to meet the	(1) Unpredictable developments in geopolitical conflicts between regions, especially in the Middle East, may have potential risks for the stock market. (2) Uncertain risks to US President Donald Trump's trade and tariff policies towards Vietnam. (3) Competition for market share will become more and more fierce, and delivery fees will continue to decrease gradually according to the Zero-fee trend.



FTSE's criteria for upgrading to a primary emerging market.

(4) The pressure to increase the exchange rate in the context of maintaining low interest rates continues to be a barrier to foreign capital inflows re-entering the market.

## II. Orientation of the business plan in 2025

### 1. Objectives and tasks in 2025

Based on the assessment of the macro outlook and the stock market in 2025, BSC has determined the development direction of core factors to create sustainable revenues:

1) **Improving financial capacity:** Seeking flexible capital sources at reasonable costs, expanding foreign loans to meet the needs of expanding business activities;

2) **Comprehensive growth:** Set the goal of developing all core business segments evenly; strengthen cooperation, expand distribution channels and diversify products;

3) **Expanding the scale of profitable assets:** Accelerating the growth of the scale of total assets through increasing outstanding loans and the scale of investment in profitable assets on the basis of risk management and ensuring capital safety;

4) **Digital transformation:** Continue to promote digital transformation, build a digital product ecosystem to improve customer experience;

5) **Improve personnel and salary policies:** Review policies to improve the internal regulatory system, create better motivation for employees and be in line with the new organizational model;

6) **Effective risk management:** Strengthen risk management closely and actively, closely monitor the market situation to promptly respond to unpredictable fluctuations affecting business plan.

### 2. Targets of the 2025 Business Plan

No.	Quota	Units	2025 Plan
1	Profit before tax	Billion VND	560
2	Capital Adequacy Ratio	%	≥260

BSC sets the goals of the Business Plan in 2025 as follows:

- 1) Profit before tax in 2025 will reach **VND 560 billion**, up 9% compared to 2024;
- 2) Ensure safe and effective operations; lending and investment ratios and available capital ratios are within the permitted limits as prescribed.

### 3. Operational orientation 2025

#### (1) Brokerage and lending activities:

- Synchronously implement solutions, gradually restore the leading position in brokerage activities, diversify products and promote communication; Expanding product portfolios, distributing open bonds, distributing/brokering individual bonds;

- Expanding customer base and transaction network, diversifying sales channels, developing new customers; Research and improve core values such as product quality, security, customer care;

- Update product policies, adjust lending fee and interest rates policies according to market trends, ensure competitiveness; Promote risk management in lending activities, improve the quality of loans.

**(2) Financial consultancy activities:**

- Actively seeking new transactions of financial advisory activities, striving to overcome market difficulties to achieve the target revenue level;

- Strengthen cooperation with strategic partners Hana Securities and BIDV; Research to promote activities in the field of green finance and sustainable development.

**(3) Investment activities:**

- Promote the efficiency of proprietary trading on the basis of strict risk management, ensuring capital safety; Portfolio allocation meets the criteria of both investment and market risk management;

- Consider increasing investment in a higher level of risk assets with better profitability;

- Source business activities ensure liquidity for business activities and optimize idle funds from time to time.

**(4) Administration:**

- Complete a unified and transparent governance mechanism to control and supervise the activities of departments transparently and effectively, contributing to ensuring the interests of shareholders and harmony with the interests of stakeholders;

- Improve risk management capacity; Review and update policies and regulations to ensure legal regulations and risk management standards and principles according to international practices;

- Strengthen inspection and supervision of compliance; Consolidate and improve labor discipline, compliance with processes and regulations in activities.

**(5) System improvement:**

- Completing and promulgating personnel policies and motivation policies in line with practical needs and creating motivation to promote business efficiency, using results as a measure, ensuring that the income of cadres is consistent with the level of contribution and work efficiency;

- Strengthen personnel training to develop and foster human resources, be ready for innovation and encourage creativity;

- Strengthen the work of ensuring cyber safety and security and upgrading information technology systems, preparing for the KRX to come into operation in 2025. Continue to upgrade online trading software to provide the best quality of service to customers.



**(6) Brand management activities:**

- Develop a communication strategy suitable for each customer segment and product;
- Promote brand communication activities, honor BSC brand for effective, transparent and sustainable development; Actively fulfill the responsibility of enterprises for the development of the community and society.

Best regards./.

**Recipients:**

- As above;
- Archives.

 **GENERAL DIRECTOR**  
**NGUYEN DUY VIEN**

**PROPOSAL****Re: Approval of the 2025 Business Plan****To: The General Meeting of Shareholders**

The Board of Directors of BIDV Securities Joint Stock Company (BSC) respectfully submits to the General Meeting of Shareholders for consideration and approval of BSC's 2025 Business Plan as follows:

**1. Objectives and tasks in 2025**

Based on the assessment of Vietnam's macroeconomic outlook and stock market in 2025, BSC has identified the main objectives in 2025 to maintain the company's sustainable development as follows:

**1) Improving financial capacity:** Seeking flexible capital sources at reasonable costs, expanding foreign loans to meet the needs of expanding business activities;

**2) Comprehensive growth:** Set the goal of developing all core business segments evenly; strengthen cooperation, expand distribution channels and diversify products;

**3) Expanding the scale of profitable assets:** Accelerating the growth of the scale of total assets through increasing outstanding loans and the scale of investment in profitable assets on the basis of risk management and ensuring capital safety;

**4) Digital transformation:** Continue to promote digital transformation, build a digital product ecosystem to improve customer experience;

**5) Improve personnel and salary policies:** Review policies to improve the internal regulatory system, create better motivation for employees and be in line with the new organizational model;

**6) Effective risk management:** Strengthen risk management closely and actively, closely monitor the market situation to promptly respond to unpredictable fluctuations affecting business plans.

**2. Targets of the 2025 Business Plan**

No	Quota	Units	Plan 2025
1	Profit before tax	Billion VND	560
2	Capital Adequacy Ratio	%	≥260

BSC sets the goals of the Business Plan in 2025 as follows:

1) Profit before tax in 2025 will reach **VND 560 billion**, up 9% compared to 2024;

2) Ensure safe and effective operations; lending and investment ratios and available capital ratios are within the permitted limits as prescribed.

**3. Proposals of the Board of Directors**



The Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

1. BSC's 2025 business plan with the above;
2. Authorize the Board of Directors to proactively review, evaluate and adjust the 2025 business plan in accordance with market conditions (growth rate and/or market liquidity scale, etc.) if deemed necessary and disclose information in accordance with law.

Respectfully submit to the General Meeting of Shareholders for approval!

**Recipients:**

- As above;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**



**Ngo Van Dzung**

**PROPOSAL**

**Re: Approval of the audited financial statements 2024, Profit distribution plan in 2024 and profit distribution plan in 2025**

**To: General Meeting of Shareholders**

*Pursuant to the Enterprise Law No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;*

*Pursuant to the Law on Securities No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*

*Pursuant to Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing a number of articles of the Securities Law;*

*Pursuant to Circular No. 121/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance regulating the operation of securities companies;*

*Pursuant to the Charter of BIDV Securities Joint Stock Company approved by the General Meeting of Shareholders;*

*Pursuant to BSC's audited 2024 Financial Statements.*

The Board of Directors of BIDV Securities Joint Stock Company would like to submit to the General Meeting of Shareholders for approval of the audited financial statements in 2024 and profit distribution plan in 2024 and profit distribution plan in 2024 of BSC as follows:

**I. Audited 2024 Financial Statements**

The audited financial statements for 2024 have been published by BSC in accordance with regulations and posted on the Company's website ([www.bsc.com.vn](http://www.bsc.com.vn)) including:

- Independent auditors' report (in which the audit opinion is fully accepted);
- Statement of financial position as at 31/12/2024;
- Income statement for the year ended 31 December 2024;
- Cash flow statement for the year ended 31 December 2024;
- Statement of changes in owners' equity for the year ended 31 December 2024;
- Notes to the financial statements as at 31 December 2024 and for the year then ended;

In particular, some key contents are as follows:

Unit: VND

No	Contents in financial statements in 2024	Amount
1	Total assets	10,315,055,682,765
2	Equity	5,061,881,530,671
	<i>In which: Charter capital</i>	2,230,607,010,000
3	Profit before tax	515,685,500,462





No	Contents in financial statements in 2024	Amount
4	Profit after tax	413,071,438,156

## II. Profit distribution plan for 2024

With business results in 2024 according to audited financial statements, on the basis of ensuring income from capital investment and with the desire to ensure maximum benefits of BSC shareholders, BSC's Board of Directors proposes to implement the profit distribution plan in 2024 according to the specific plan as follows:

*Unit: VND*

No	Contents	Formulas/notes	Distribution profits 2024
I	2024 profit		413,071,438,156
II	Remaining profits in previous years		366,090,851,498
III	Undistributed after-tax profit	$(III) = (I) + (II)$	779,162,289,654
IV	Remuneration of the part-time Board of Directors, part-time Board of Supervisors		257,350,000
V	Profit distribution plan		
1	Profits used for distribution	$(1) = III - IV$	778,904,939,654
2	Appropriation of funds	$(2) = (2.1)$	31,800,000,000
2.1	Welfare Reward Fund	$(2.1)$	31,800,000,000
2.2	Appropriation ratio (comparison to Undistributed after-tax profit)	$(2.2) = (2.1)/(III)$	4.08%
3	Undistributed after-tax profit after appropriation and remuneration	$(3) = (1) - (2)$	747,104,939,654
4	Dividend payouts (*)	$(4) = (4.1) \times (4.2)$	223,060,701,000
4.1	Charter capital at 31/12/2024		2,230,607,010,000
4.2	Dividend payout ratio (in shares)		10%
VI	Total remaining profit	$(VI) = (3) - (4)$	524,044,238,654

*Note: - As of December 31, 2024, BSC's estimated tax liability as well as tax interest have not been finalized by local tax authorities. In case the tax amount on the audited financial statements is changed according to the decision of the tax authority, the profit left on the above data table may be adjusted accordingly.*

*- (\*) This metric may be updated according to the number of BSI shares outstanding at the closing date of the dividend payment and the handling of odd shares.*

Proposing General Meeting of Shareholders to authorize the Board of Directors based on the actual situation to decide the appropriate time to pay dividends for the fiscal year 2024 and ensuring compliance with current regulations of law, Company's Charter and approval of competent State agencies.

### **III. Profit distribution plan for 2025**

With the business profit plan in 2025 of BSC, the Board of Directors proposes the 2025 profit distribution plan as follows:

**1. Payout ratio:** Expected 10%/ par value of shares.

**2. Payment method:** By cash and/or by shares. Proposing General Meeting of Shareholders to authorize the Board of Directors to decide on payment method in accordance with the actual business results, ensuring the requirements of the Company's business activities and the interests of shareholders.

**3. Implementation time:** Proposing General Meeting of Shareholders to authorize the Board of Directors basing on the actual situation to choose the appropriate time to pay dividends in 2025, the Board of Directors can decide to advance dividends in appropriate installments.

Best regards./.

**Recipients:**

- As above;
- Archived at BSC

ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN   


Ngo Van Dung





## **PROPOSAL**

**Re: Issuance of shares to pay dividends and increase the charter capital of BSC**

**To: The General Meeting of Shareholders**

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to the Law No. 56/2024/QH15 dated November 29, 2024 of the National Assembly of the Socialist Republic of Vietnam amending to law on securities, law on accounting, law on independent audit, law on state budget, law on management and use of public property, law on tax administration, law on personal income tax, law on national reserves, and law on penalties for administrative violations*

*Pursuant to the Decree 155/2020/ND-CP of the Government dated December 31, 2020 detailing a number of articles of the Securities Law;*

*Pursuant to the Charter of BIDV Securities Joint Stock Company.*

The Board of Directors of BIDV Securities Joint Stock Company (BSC) respectfully submits to the General Meeting of Shareholders to consider and approve the issuance of shares to pay dividend and increase BSC's charter capital with the following contents:

### **I. Plan to issue shares to pay dividend and increase the Company's charter capital**

Issuing entity	:	BIDV Securities Joint Stock Company (BSC)
Stock name	:	Share of BIDV Securities Joint Stock Company
Stock type	:	Common share
Par value shares	:	10,000 VND/share
Current charter capital	:	VND 2,230,607,010,000
Number of shares issued	:	223,060,701 shares
Number of outstanding shares	:	223,060,701 shares
Number of shares expected to be issued to pay dividend	:	22,306,070 shares (*) (equivalent to 10% of outstanding shares). Rights exercise rate: 10%.
Total value of shares expected to be issued at par value	:	VND 223,060,700,000 (*) (In words: Two hundred twenty-three billion, sixty million, seven hundred thousand VND)

Expected charter capital after issuance	:	VND 2,453,667,710,000 (*)
Purpose of issuance	:	Increasing charter capital for the Company's business development needs
Funding source for implementation	:	From retained earnings as stated in the Company Audited Financial Statements in 2024
Subject receiving shares	:	Existing shareholders of the Company are on the list of shareholders compiled by Vietnam Securities Depository and Clearing Corporation (VSDC) at the last registration date to exercise the right to receive shares.
Rights exercise rate	:	10:1 (on the final date of registration to finalize the list of shareholders exercising rights, shareholders owning 10 shares will receive 1 newly issued share according to the method of issuing shares to pay dividends)
Principles for rounding and handling fractional shares	:	<p>The number of additional shares issued will be rounded down to the unit, the decimal fraction (if any) will be canceled.</p> <p><i>For example: Shareholder A owns 111 shares on the last registration date to finalize the list of shareholders exercising rights. With the exercise ratio of 10:1, shareholder A will receive <math>111/10 \times 1 = 11.1</math> shares. According to the rounding principle mentioned above, shareholder A will receive 11 new shares by issuing shares to pay dividends. The odd number of shares of 0.1 shares will be cancelled.</i></p>
Expected time of issuance	:	Expected in 2025
Register and list additional shares to be issued	:	All additional shares issued will be registered as additional securities with the Vietnam Securities Depository and Clearing Corporation and registered for additional listing with the Ho Chi Minh City Stock Exchange after the end of the issuance in accordance with regulations.

(\*) *Note: The actual number of shares issued and BSC's charter capital after issuance may change due to the handling of fractional shares and depends on the actual number of outstanding shares of the Company at the final date of registration.*

## **II. Implementation:**

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders:



1. Approve the Plan to issue shares to increase the Company's charter capital as stated in Section I of this Proposal.

2. Assign/Authorize the Board of Directors of the Company to perform, including but not limited to, the following tasks:

2.1. Decide on the detailed contents of the Share Issuance Plan to pay dividend and choose an issuance time appropriate to the actual situation.

2.2. Decide on amendments, adjustments, and detailed explanations of the content of the Stock Issuance Plan at the request of the competent state agency (if necessary).

2.3. Decide and carry out necessary tasks and procedures during the share issuance process, including: (i) amending/supplementing the Company's operating license at the State Securities Commission; (ii) register to change the Company's Business Registration Certificate; (iii) register additional shares of the Company at the Vietnam Securities Depository and Clearing Corporation; (iv) register for additional listing of the Company's shares at the Ho Chi Minh City Stock Exchange ; (v) change the Charter Capital, amend/add provisions regulating the Charter Capital level and other relevant provisions in the Company's Charter in accordance with the new Charter Capital level after the issuance; and (vi) other procedures according to current legal regulations.

2.4. Decide and carry out all other necessary procedures at the request of the competent state agency to complete the issuance of shares to pay dividends according to the approved plan in accordance with the law and the Company's Charter.

3. The Board of Directors can delegate authority to the Chairman of the Board of Directors or the General Director Company to perform one or more of the above mentioned tasks.

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

**Recipients:**

- As above;
- BCS;
- Archive at BSC.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



Ngo Van Dzong



## **PROPOSAL**

**Re: Report on the Remuneration of the Board of Directors,  
Board of Supervisors in 2024 and Proposal for Remuneration of  
the Board of Directors and Board of Supervisors in 2025**

### **To: General Meeting of Shareholders**

Regarding the Report on the Remuneration of the Board of Directors and Board of Supervisors in 2024 and the budget proposal for the remuneration of the Board of Directors and Board of Supervisors in 2025 of BIDV Securities Joint Stock Company (BSC), the Board of Directors (BOD) respectfully reports and submits to the General Meeting of Shareholders of BSC specifically as follows:

#### **1. Report on the payment of remuneration of the Board of Directors and the Board of Supervisors of BSC in 2024**

**1.1. For full-time members of the Board of Directors: 2.987 billion VND. Of which:**

- Mr. Chung Jae Hoon - Vice Chairman of the Board of Directors: **VND 2.563 billion** (including KPI bonus, excluding contractor tax);

- Ms Nguyen Thanh Huyen - Member of the Board of Directors: **VND 0.424 billion** (*Ms. Huyen was dismissed from the position of Member of the Board of Directors from April 23, 2024*).

- Member of the Board of Directors cum General Director receives salary according to the Income Payment Regulations and is announced in the Company's Audited Financial Statement.

**1.2. For members of the Board of Directors and members of the Board of Supervisors working under the part-time regime: 257,350,000 VND:**

No	Name	Position	Remuneration (VND)	Note
1	Mr. Ngo Van Dung	Chairman of BOD	120,000,000	
2	Mr. Lim, Do Kyoan	Independent Member of BOD	0	Refuse to receive remuneration
3	Ms. Hoang Thi Minh Ngoc	Member of BOD	41,350,000	From April 23 – December 31, 2024
4	Ms. Pham Thanh Thuy	Head of BOS	60,000,000	
5	Ms. Vu Minh Chau	Member of BOS	36,000,000	
6	Ms. Kang, Hee Joung	Member of BOS	0	Refuse to receive remuneration
<b>Total</b>			<b>257,350,000</b>	



## 2. Estimate of remuneration of the Board of Directors and the Board of Supervisors in 2025

### 2.1. Estimate of remuneration of the Board of Directors and the Board of Supervisors in 2025

#### a. For Vice Chairman of the Board of Directors cum Deputy General Director

- The minimum level includes the position salary, regardless of the Company's business results and the employee's task completion results (KPI): **VND 1.786 billion** (temporarily converted at the exchange rate of VND 25,670/USD);

- The maximum level (depends on the Company's business results and the employee's KPI): **VND 2.967 billion** (assuming that both the Company and the employee complete 100% of the KPI). The actual level is based on the Company's KPI results and the employee's personal KPI but is guaranteed not to exceed VND 2.967 billion (temporarily converted at the exchange rate of VND 25,670/USD).

*Note: The above remuneration does not include Contractor tax and the difference due to changes in the VND/USD exchange rate (if any).*

**b. For Board of Directors member cum General Director:** Work under the full-time regime and receive salary according to BSC's Income Payment Regulations.

**c. For members of the Board of Directors and members of the Board of Supervisors working under the part-time regime:**

- |                                       |                      |
|---------------------------------------|----------------------|
| - Chairman of the Board of Directors: | 10,000,000 VND/month |
| - Members of the Board of Directors:  | 5,000,000 VND/month  |
| - Head of the Board of Supervisors:   | 5,000,000 VND/month  |
| - Member of the Board of Supervisors: | 3,000,000 VND/month  |

*\*Note: Members of the Board of Directors and the Board of Supervisors working under the part-time regime nominated by HSC refuse to receive remuneration.*

**2.2. Bonuses (if any)** are formed from after-tax profits (Welfare reward fund), and allowances for participation in meetings... are implemented in accordance with BSC's internal regulations.

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

#### Recipients:

- As above;
- Save BSC.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Ngo Van Dzung



## **PROPOSAL**

**Re: Amendment of Charter and documents on Administration of the Company**

**To: General Meeting of Shareholders**

*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 and its amendments and supplements;*

*Pursuant to the Securities Law No. 54/2019/QH14 amended by the National Assembly of the Socialist Republic of Vietnam and its amendments and supplements;*

*Pursuant to the Government's Decree 155/2020/ND-CP dated 31/12/2020 detailing a number of articles of the Law on Securities;*

*Pursuant to Circular No. 121/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance regulating the operation of securities companies;*

*Pursuant to Circular 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing a number of articles of the Law on Securities;*

*And other relevant legal documents.*

The Board of Directors of BIDV Securities Joint Stock Company (BSC) respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Charter and documents on the Company's governance as follows:

### **1. Company's Administration documents submitted to the General Meeting of Shareholders for consideration and approval of amendments and supplements**

- a) Company's Charter;
- b) Internal regulations on Company Administration;
- c) Regulation on operation of the Board of Directors.

### **2. Amendment and supplement proposals**

The Company's charter was approved by the General Meeting of Shareholders and has undergone a number of adjustments according to the Resolution of the Board of Directors of the Company (in terms of the size of charter capital and the new name, in accordance with the authorization of the General Meeting of Shareholders to the Board of Directors).

The Internal Regulation on Company Administration and the Regulations on the Operation of the BODs were approved by the Extraordinary General Meeting of Shareholders in 2022. By December 2024, based on VNX's recommendation, the Board of Directors has





issued an update to the above Regulations under the new name of the Company "BIDV Securities Joint Stock Company".

Through the process of reviewing documents, the Company found that there are a number of documents that need to be amended and supplemented, specifically as follows:

a) Reasons for amendment and supplementation:

- Update the address of the Company's head office according to the notice of change of the new trade name of the building.

- In accordance with the practice of organizing BSC's activities and adjusting and supplementing a number of words, terms and interpretations to ensure accuracy and compliance with relevant legal regulations.

b) Some key revisions:

- Update the new commercial name of the building where BSC's headquarters is located:

- + Current head office information: 8th Floor, 9th Floor Thaiholdings Building, No. 210 Tran Quang Khai Street, Trang Tien Ward, Hoan Kiem District, Hanoi City

- + Updated proposed information: 8th Floor, 9th Floor LPB Tower, No. 210 Tran Quang Khai, Trang Tien Ward, Hoan Kiem District, Hanoi City

*(New information about the Company's head office address is only updated in the Charter and other documents of the Company (if any) after the license is adjusted by the State Securities Commission)*

- Remove the restrictive content for founding shareholders (the restrictive regulations for founding shareholders have expired due to the expiration of 03 years from the date the company was granted the establishment and operation license).

- Update and supplement a number of contents related to the Board of Directors:

- + Form of approving resolutions and decisions of the Board of Directors: Supplementing the online form (video or tele-conference) of the Board of Directors meeting; Supplementing a number of contents related to the organization of written consultation of the Board of Directors.

- + Clearly record the conditions of members of the Board of Directors in accordance with the law.

- Edit and adjust a number of words, terms and interpretations to ensure compliance with relevant legal provisions.

*\* Appendices of the main amendments, the full text of the draft amended Charter and the amended Regulations attached to this Proposal.*

### **3. Proposal**

On the basis of the above contents, the Board of Directors respectfully submits to the General Meeting of Shareholders:

a) Approve the amendments and supplements to the Charter:

- For updating the new commercial name of the building at the address of the Company's head office: The General Meeting of Shareholders assigns/authorizes the Board of Directors

of the Company (and allows the Board of Directors of the Company to re-authorize the General Director) to implement the following contents:

- + Complete necessary legal procedures related to updating the address of the head office at competent state agencies and disclose information in accordance with the law;
  - + Update new information about the address of the Company's head office in the Company's Charter and other documents of the Company (if necessary) after the license is adjusted by the State Securities Commission;
  - + In case (i) the building where BSC is headquartered continues to change its commercial name; or (ii) there is an adjustment of the boundaries and arrangement, renaming of administrative units in Hanoi City according to the decision of a competent authority, leading to an adjustment of the information on the address of the Company's headquarters: Approve the Board of Directors to continue to carry out the above work to change the information on the address of BSC's headquarters accordingly.
  - Other amendments and supplements are updated in the attached draft Charter.
- b) Approve the amendments and supplements to the Internal Regulation on Company Administration and the Regulations on the Operation of the BODs of BIDV Securities Joint Stock Company with the amendments and supplements in the attached drafts.
- c) Assign the authorized person to sign and issue the Charter, Internal regulations on Company Administration, and Regulation on operation of the Board of Directors according to the above amendments.
- d) Authorize the Board of Directors to decide on necessary adjustments to the above documents, including non-material amendments, amendments to update information, and adjustments that must be made in accordance with the provisions of law or upon request of competent authorities, ensuring compliance with the provisions of law.

Respectfully submits to the General Meeting of Shareholders.

**Recipients:**

- As above;
- Save BSC.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**



*[Signature]*  
**Ngo Van Dzung**







## APPENDIX 01: MAIN AMENDMENTS TO BSC'S CHARTER

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
1	Article 1.1.2 Interpretation of terms	1.1.2. "Charter capital" means the total par value of shares sold or subscribed upon establishment as provided for in this Charter	1.1.2. "Charter capital" means the total par value of shares sold or subscribed upon establishment and as provided for in this Charter	BSC is not a newly established company → propose to remove this content
2	Articles 1.1.4 and 1.1.5 Interpretation of terms		Supplementing the definition of the 2022 amended Enterprise Law and the 2024 amended Securities Law	
3	Article 1.1.11 Interpretation of terms	1.1.11. "Enterprise Executives" are the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Company Charter (if any).	1.1.11. "Board of Management" are the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Company Charter (if any).	BSC's Charter does not stipulate other executives → propose to remove this content
4	Article 1.1.12 Interpretation of terms	1.1.12. "Enterprise manager" is the company manager including Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and other managers as prescribed in the Company Charter (if any).	1.1.12. "Enterprise manager" or "Manager" is the company manager including Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other managers as prescribed in the Company Charter (if any).	BSC's Charter does not stipulate other managers → propose to remove this content  In addition, adding the title "Chief Accountant" to the Enterprise Manager ensures consistency with the actual operations of BSC  Simultaneously, add the term "Manager" to be

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
				consistent with the term "Manager" used in the Charter.
5	Article 1.1.14 Register of shareholders		1.1.14. "Register of shareholders" means the is a written document, electronic data set or both recording the share ownership information of the Company's shareholders as prescribed in Article 11 of this Charter	Add the term " Register of shareholders" according to the contents stated in Article 11 of the Charter.
6	Article 1.1.15 Interpretation of terms	1.1.15. "Non-executive Board Member" is a Board member who is not the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Charter.	1.1.15. "Non-executive Board Member" is a Board member who is not the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Charter.	As for Article 1.1.12
7	Article 2.4.1 Company's head office	2.4.1. 8th Floor, 9th Floor Thaiholdings Tower, no. 210 Tran Quang Khai, Trang Tien ward, Hoan Kiem District, Hanoi City. <i>(This content was updated according to the Adjusted License to the establishment and operation License no. 04/GPDC-UBCK issued by the Securities State Committee on 11/01/2022)</i>	2.4.1. 8th Floor, 9th Floor LPB Tower, No. 210 Tran Quang Khai, Trang Tien ward, Hoan Kiem District, Hanoi City. <i>(New information about the Company's head office address will only be updated in the Company's Charter and other documents and papers of the Company (if any) after the State Securities Commission adjusts the license)</i>	Adjust the name of BSC's head office according to the Notice of changing the commercial name of Thaiholdings Tower to LPB Tower. Propose that the General Meeting of Shareholders approve in principle the adjustment of the name of BSC's head office (as per the revised name in the Charter).



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
				<p>and assign/authorize the Company's Board of Directors (and allow the Company's Board of Directors to re-authorize the General Director) to implement the following contents:</p> <p>a. Complete necessary legal procedures related to updating the head office address at competent state agencies such as: State Securities Commission, Hanoi Department of Planning and Investment, Vietnam Securities Depository and Clearing Corporation, ... and make information disclosure in accordance with legal regulations.</p> <p>b. Update new information about the Company's head office address in the</p>

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
				<p>Company Charter and other documents and papers of the Company (if any) after the State Securities Commission adjusts the license.</p> <p>c. In case the Building where BSC is headquartered continues to change its commercial name, the Board of Directors shall continue to carry out the tasks in items a and b above to change the name of BSC's headquarters.</p>
8	Article 3.5.3 (Legal representative)	3.5.3. In case the Company's Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and duties of the Company's Legal Representative or dies, goes missing, is detained, sentenced to prison, has limited or lost civil capacity, the Board of Directors shall appoint another person to the position of Legal Representative of the Company.	3.5.3. In case the Company's Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and duties of the Company's Legal Representative or dies, goes missing, is being prosecuted for criminal liability, is detained, is serving a prison sentence, is serving an administrative measure at a compulsory drug rehabilitation facility, a compulsory education facility, is limited or loses civil capacity, has difficulty in cognition, controlling behavior, is prohibited	Revise to ensure compliance with Clause 5, Article 12 of the Enterprise Law 2020



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			by the Court from holding a position, practicing a profession or doing certain work, the Board of Directors shall appoint another person to the position of Legal Representative of the Company.	
9	Article 7.4 (Charter capital)	7.4. The Company must always maintain its charter capital at a level not lower than the legal capital as prescribed by law. In case the charter capital is lower than the legal capital, the Company shall supplement the Company's charter capital in accordance with the law.	7.4. The Company must always maintain a charter capital not lower than minimum charter capital for securities business operation as prescribed by law. In case the charter capital is lower than minimum charter capital for securities business operation, the Company shall supplement the Company's charter capital in accordance with provisions of law	Revise to ensure compliance with Article 175 of the Decree No. 155/2020/NĐ-CP
10	Article 11. Register of shareholders	11.5. The Chairman of the Board of Directors shall be responsible for confirming the registration of shares for shareholders in a complete and timely manner. At the same time, he shall be responsible for maintaining the register and ensuring the accuracy of the register, avoiding any damage caused to shareholders or third parties due to failure to perform the above obligations. In case there is a difference between the data on	<del>11.5. The Chairman of the Board of Directors shall be responsible for confirming the registration of shares for shareholders in a complete and timely manner. At the same time, he shall be responsible for maintaining the register and ensuring the accuracy of the register, avoiding any damage caused to shareholders or third parties due to failure to perform the above obligations. In case there is a difference between the data on the register kept at the Company and the data registered at</del>	Modify to suit implementation practice.

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		the register kept at the Company and the data registered at the Vietnam Securities Depository and Clearing Corporation, the data kept by the Vietnam Securities Depository and Clearing Corporation shall prevail.	the Vietnam Securities Depository and Clearing Corporation, the data kept by the Vietnam Securities Depository and Clearing Corporation shall prevail.	
11	Article 14 (Founding shareholders)	<p>14.1. The founding shareholder of the Company is the Joint Stock Commercial Bank for Investment and Development of Vietnam</p> <p>14.1.1. Enterprise registration number: 0100150619, first registered on April 3, 1993 by the Hanoi Department of Planning and Investment and each time the Certificate of Registration was changed.</p> <p>14.1.2. Head office: BIDV Tower, 194 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Hanoi City.</p> <p>14.1.3. At the time of updating this Charter, the number of shares of the Company held by the Joint Stock Commercial Bank for Investment and Development of Vietnam is 115,923,897 shares, equivalent to 51.97% of the Company's charter capital.</p>		Currently, BSC has only one founding shareholder, BIDV. However, BIDV is not bound by the time limit prescribed in Article 14, and to avoid having to update the Company Charter when BIDV changes the ownership ratio/number of shares owned at BSC → propose to remove this provision



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<p>The number of shares and/or the percentage of owned shares by the founding shareholders in this clause will be automatically updated according to the Company's Charter Capital and in accordance with legal regulations.</p> <p>14.2. Restrictions on the rights of founding shareholders of the Company:</p> <p>14.2.1. Founding shareholders of the Company shall not transfer their shares within three (03) years from the date of issuance of the license to establish and operate, except in the case of transfer to another founding shareholder in the Company or transfer to another person who is not a founding shareholder if approved by the General Meeting of Shareholders. Other shareholders who are members of the Board of Directors, shareholders holding the position of General Director of the Company must also comply with the restrictions in this article.</p> <p>14.2.2. Restrictions on common shares of founding shareholders shall be lifted after</p>		

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		a period of three (03) years from the date the Company is issued the license to establish and operate. The restrictions of this provision shall not apply to shares that founding shareholders have after registering to establish an enterprise and shares that founding shareholders transfer to other persons who are not founding shareholders of the Company.		
12	Article 20.3 (Authorization to attend the Meetings of Shareholders)	20.3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).	20.3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the attendee must also present the original authorization document (which shows the content allowing the authorized person to re-delegate to another person) of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).	Propose to add the content " which shows the content allowing the authorized person to re-delegate to another person" to clarify the content required in the authorization documents if the authorized person wants to re-authorize another person to attend the General Meeting of Shareholders.
13	Article 20.4 (Authorization to attend the AGM)	20.4. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except	20.4. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, <del>except in the</del>	Remove the word "except in case" because it obscures the regulation



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		in the case of: ...	ease of: ...	
14	Article 23.4.2 (The right to attend and vote of shareholders)	23.4.2. Authorize other individuals or organizations to attend and vote at the General Meeting of Shareholders. In case a shareholder is an organization without an authorized representative according to the provisions of the Enterprise Law and this Charter, it is allowed to authorize another person to attend the General Meeting of Shareholders.	23.4.2. Authorize other individuals or organizations to attend and vote at the General Meeting of Shareholders. <del>In case a shareholder is an organization without an authorized representative according to the provisions of the Enterprise Law and this Charter, it is allowed to authorize another person to attend the General Meeting of Shareholders.</del>	⇒ The entity operates through a legal representative mechanism. In case the legal representative cannot participate, another individual will be authorized according to the mechanism prescribed in this Charter → Propose to remove this content because it is unnecessary.
15	Article 25.1 and Article 25.2 (Conditions for the Resolution of the General Meeting of Shareholders to be passed)	25.1. Resolutions on the following contents shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises  25.2. Resolutions shall be passed when approved by shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders	25.1. Resolutions on the following contents shall be passed if approved by shareholders representing sixty-five percent (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.  25.2. Resolutions shall be passed when approved by shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified	Present content according to the provisions of the amended Enterprise Law 2022

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		attending the meeting, except for the cases specified in Clauses 25.1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	in Clauses 25.1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.	
16	Article 31.2.11. (Powers and obligations of the Board of Directors)	31.2.11. Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;	31.2.11. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report, <u>except for</u> contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;	Correct typo (The word "and" is not in accordance with the provisions of Point h, Clause 2, Article 135 of the Law on Enterprises 2020)
17	Article 31.2.12. (Rights and obligations of the Board of Directors)	31.2.12. Electing, removing, dismissing the Chairperson, Vice Chairperson of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts with the General Director and other important managers as provided for in the Company's Charter; deciding the salary, remuneration, bonus and other benefits of such managers; appointing an	31.2.12. Electing, removing, dismissing the Chairperson, Vice Chairperson of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts with the General Director and manager and other positions as prescribed in the Charter and internal documents of the Company as provided for in the Company's Charter; deciding the salary, remuneration, bonus and	This content is amended because according to current regulations of BSC, the Board of Directors can appoint the positions of branch director, department head in the company (and these positions in Article 1 are not defined as Company



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, deciding on the remuneration and other benefits of such persons;	other benefits of such managers; appointing an authorized representative to participate in the Members' Council or the General Meeting of Shareholders in another company, deciding on the remuneration and other benefits of such persons;	Manager).
18	Article 31.2.19 (Rights and obligations of the Board of Directors)	31.2.19. Develop internal regulations on corporate governance, regulations on the operation of the Board of Directors to submit to the General Meeting of Shareholders for approval in accordance with the provisions of law and decide to issue these regulations after being approved by the General Meeting of Shareholders; Decide to issue regulations on the operation of the <u>Audit Committee under the Board of Directors</u> ; Regulations on information disclosure of the company	31.2.19. Develop internal regulations on corporate governance, regulations on the operation of the Board of Directors to submit to the General Meeting of Shareholders for approval in accordance with the provisions of law and decide to issue these regulations after being approved by the General Meeting of Shareholders; Decide to issue regulations on the operation of <u>the Board of Directors' Committees/Subcommittees/units</u> ; Regulations on information disclosure of the company	Revised to suit the implementation practice at BSC
19	Article 31.4 (Methods to organize meetings of the BOD)	N/A	<i>31.4. The Board of Directors passes resolutions and decisions by voting at meetings or by collecting opinions in writing, by email, by fax, and by other electronic means in accordance with the Board of Directors' Operating Regulations and BSC's internal regulations from time to time. Each</i>	Supplement to ensure the operation of the BSC Board of Directors (reference to market practice)

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<i>member of the Board of Directors has one vote of equal value.</i>	
20	Article 33.1.5 (Standards and conditions for membership in the Board of Directors)	N/A	<i>33.1.5. A member of the Board of Directors must not be a family member of the Director, General Director and other managers of the Company; of the manager or person with the authority to appoint the manager of the parent company.</i>	Supplement according to the provisions of Point d, Clause 1, Article 155 of the Law on Enterprises 2020
21	Article 35.10 (Online meeting of the BOD)	N/A	<i>35.10. The Board of Directors meeting may be held in the form of an online conference (video or tele-conference) between Board members when all or some members are in different locations, provided that each participating member can:  35.10.1. Hear every other Board member participating in the meeting speak; and 35.10.2. If desired, this Board member can speak to all other attendees simultaneously. The exchange between members may take place directly via telephone, through other communication means, or a combination of all these methods. A Board member participating in such a meeting is considered to be "present" at the meeting. In this case, the meeting location shall be the place where the</i>	Supplement to ensure the operation of the BSC Board of Directors (reference to market practice)



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<i>largest group of Board members gather, or if no such group exists, it is the location where the Chairperson of the meeting is present.</i>	
22	Article 41 (Management apparatus)	The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal or removal of the above positions must be approved by resolution or decision of the Board of Directors.	The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant <del>and other management positions appointed by the Board of Directors.</del> The appointment, dismissal or removal of the above positions must be approved by resolution or decision of the Board of Directors.	Remove this content to ensure compliance with Article 1.1.12 of the Company Charter

**APPENDIX 02: MAIN AMENDMENTS TO INTERNAL REGULATIONS ON COMPANY ADMINISTRATION**

No.	<b>TERMS AND CONDITIONS</b>	<b>INITIAL CONTENTS</b>	<b>PROPOSED AMENDMENTS</b>	<b>REASON FOR AMENDMENTS</b>
1	Article 5.3 (Authorization to attend the General Meeting of Shareholders)	5.3. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when attending the meeting. In case of re-authorization, the meeting attendee must present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).	5.3. The person authorized to attend the General Meeting of Shareholders must submit to the power of attorney when attending the meeting. In case of re-authorization, the meeting attendee must present the original authorization document (which shows the content allowing the authorized person to re-delegate to another person) of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).	Propose to add the content " which shows the content allowing the authorized person to re-delegate to another person" to clarify the content required in the authorization documents if the authorized person wants to re-authorize another person to attend the General Meeting of Shareholders.
2	Article 5.4 (Authorization to attend the General Meeting of Shareholders)	5.4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs, except for: ----	5.4. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following cases occurs, <del>except for:</del> ----	It is proposed to remove "except for" to clear meaning of provision
3	Article 11.2 (request for repurchase of shares of shareholders)	11.2. A request for the Company to redeem shares must be sent in writing to the Company within 10 (ten) days <i>from the date on which the minutes and resolutions of the General Meeting are published on the</i>	The Company's request for share repurchase must be sent in writing to the Company within 10 (ten) days <i>of the date the General Meeting of Shareholders approves the resolution on the matters specified in Clause 11.1 of this Article.</i>	Be in accordance with the provisions of the Company's Charter and Article 132 of the Law on Enterprises 2020



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<i>Company's website.</i>		
4	Article 40, CHAPTER 8. IMPLEMENTATION TERMS	N/a	<p><b>Article 40. Implementation provisions</b></p> <p>40.1. This Regulation consists of eight (08) Chapters and forty (40) Articles and takes effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.</p> <p>40.2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.</p> <p>40.3. In case there are provisions of the Law related to corporate governance that have not been mentioned in this Regulation, or there are new provisions of the Law; If the Company's Charter is different from or contradicts the provisions of this Regulation, such new provisions of the Law and the Company's Charter shall naturally be applied and adjusted to the Company's governance activities.</p>	Be accordance with the model of Regulation attached to Circular 116/2020/TT-BTC



### APPENDIX 03: MAIN AMENDMENTS TO REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
1	Article 6 (criteria and conditions for members of the Board of Directors)	<p>1. Members of the Board of Directors must satisfy the following criteria and conditions:</p> <p>a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Obtain professional qualifications and experience in business administration or in the field, industry or business line of the Company and not necessarily be a shareholder of the Company, unless otherwise provided for in the Company's Charter;</p> <p>c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;</p> <p>d) Members of the Board of Directors must not be family members of the General Director and other managers of the company; of the manager, the</p>	<p>1. Members of the Board of Directors must satisfy the following criteria and conditions:</p> <p>a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Obtain professional qualifications, experience in business administration or in the fields of securities, finance, banking and industry or business line of the Company and not necessarily be a shareholder of the Company, unless otherwise provided for in the Company's Charter;</p> <p>c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of maximum 05 other company;</p> <p>d) <i>Members of the Board of Directors must not be concurrently members of the Board of Directors, members of the Board of Members, General Directors (Directors) of other securities companies;</i></p> <p>dd) Members of the Board of Directors must not be family members of the General Director and managers of the company; of the</p>	Be in accordance with the provisions of the Company's Charter



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		person authorized to appoint managers of the parent company; dd) Other criteria and conditions according to the Company's Charter.	manager, the person competent to appoint the manager of the parent company; e) Other criteria and conditions according to the Company's Charter.	
2	Article 9 (Methods of election, exemption and dismissal of members of the Board of Directors)	1. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares or a smaller percentage as prescribed in the company's Charter has the right to nominate a person to the Board of Directors. Unless otherwise provided for in the company's charter, the nomination of a person to the Board of Directors shall be as follows:	1. A shareholder or group of shareholders owning 10% or more of the total number of ordinary shares <del>or a smaller percentage as prescribed in the Company's Charter</del> has the right to nominate a person to the Board of Directors. Unless otherwise provided for in the company's charter, the nomination of a person to the Board of Directors shall be as follows:	No percentage is lower than 10% as prescribed in the Company Charter.
3	Article 11 Rights and obligations of the Board of Directors	q) Decide to issue the Operation Regulation of the Board of Directors, the Internal Regulation on company administration after being approved by the General Meeting of Shareholders; decide to issue the Operation Regulation of the <i>Audit Committee</i> under the Board of Directors, the Regulation on information disclosure of the Company;	q) Decide to issue the Operation Regulation of the Board of Directors, the Internal Regulation on company administration after being approved by the General Meeting of Shareholders; decide to issue the Operation Regulation of the <i>Committee/Sub-committees/units under the Board of Directors</i> , Regulation on information disclosure of the Company;	Be in accordance with practices of BSC.

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
4	Clause 9, Article 16 (Holding a meeting of the Board of Directors via online meeting)	N/a	<p><i>9. The Board of Directors meeting may be held in the form of an online conference (video or tele-conference) between Board members when all or some members are in different locations, provided that each participating member can:</i></p> <p><i>a) Hear every other Board member participating in the meeting speak; and</i></p> <p><i>b) If desired, this Board member can speak to all other attendees simultaneously.</i></p> <p><i>The exchange between members may take place directly via telephone, through other communication means, or a combination of all these methods. A Board member participating in such a meeting is considered to be "present" at the meeting. In this case, the meeting location shall be the place where the largest group of Board members gather, or if no such group exists, it is the location where the Chairperson of the meeting is present.</i></p>	Supplement to ensure the operation of the BSC Board of Directors (reference to market practice)
5	Article 17 (Organization of collecting written opinions from the Board of Directors)	<p><b>Article 17. Organization of collecting written opinions from the Board of Directors</b></p> <p>1. Method of voting in the Ballot form:</p>	<p><b>Article 17. Organization of collecting written opinions from the Board of Directors</b></p> <p><i>1. The Chairman of the Board of Directors has the right to decide in writing to collect</i></p>	Supplement to ensure the operation of the BSC Board of Directors (reference to market practice)



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<p>a. Members of the Board of Directors must choose and may only choose one of four (04) voting options on the Ballot form, including:</p> <ul style="list-style-type: none"> <li>- “Approve” - showing that the member of the Board of Directors agree to approve all issues being consulted;</li> <li>- “Disapprove” - showing that the member of the Board of Directors does not agree to approve part or the whole of the issue being consulted;</li> <li>- “No opinion” - showing that the member of the Board of Directors does not give a voting opinion on the issue being consulted. In case of choosing this voting option, such member of the Board of Directors is responsible for clearly explaining to the Board of Directors the reason for choosing this voting option in the Ballot form.</li> <li>- “Other opinion” - showing that the member of the Board of Directors has a different voting opinion than</li> </ul>	<p><i>opinions of members of the Board of Directors to approve matters under the competence of the Board of Directors.</i></p> <p><i>2. The Company Secretary shall prepare a voting paper, and necessary documents related to the contents of the collection. The voting paper and attached documents must be sent in person or by means of ensuring contact with the contact address of each member of the Board of Directors.</i></p> <p>3. Method of voting in the Ballot form:</p> <p><del>a— Members of the Board of Directors must choose and may only choose one of four (04) voting options on the Ballot form, including:</del></p> <ul style="list-style-type: none"> <li><del>—“Approve”— showing that the member of the Board of Directors agree to approve all issues being consulted;</del></li> <li><del>—“Disapprove”— showing that the member of the Board of Directors does not agree to approve part or the whole of the issue being consulted;</del></li> <li><del>—“No opinion”— showing that the member of the Board of Directors does not give a voting opinion on the issue being consulted. In case of choosing this voting option, such</del></li> </ul>	

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<p>the issue being consulted and such member of the Board of Directors has the right to request reports, supplements and explanations on issues related to the contents being consulted.</p> <p>b. If a member of the Board of Directors does not choose any of the above four (04) voting options or does not send a valid Vote to the company within the prescribed time limit, such member is considered to have chosen the option "No opinion"</p> <p>c. In case a member of the Board of Directors has selected one of the voting options but concurrently provide additional opinions attached to the voting option, the Company Secretary will summarize the opinions of such member of the Board of Directors according to the selected voting option, except for the case mentioned at Point c, Clause 8 of this Article.</p> <p>2. A validly answered ballot form</p>	<p><del>member of the Board of Directors is responsible for clearly explaining to the Board of Directors the reason for choosing this voting option in the Ballot form.</del></p> <p><del>—"Other opinion"—showing that the member of the Board of Directors has a different voting opinion than the issue being consulted and such member of the Board of Directors has the right to request reports, supplements and explanations on issues related to the contents being consulted.</del></p> <p><i>a) The opinion collection form must include the following key contents: Name, head office address, business registration certificate number of BSC; purpose of opinion collection; full name of the Board member; subjects for consideration; voting options, including: Approve, Disapprove and No opinions and Other opinions; deadline for submitting the opinion collection form; full name and signature of the Chairperson of the Board of Directors.</i></p> <p><i>b) Board members may select only one of the three (03) voting options on the opinion collection form</i></p>	



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<p>must be signed by a member of the Board of Directors or sent from personal email of member of the Board of Directors and sent to BSC in accordance with regulations, clearly shows the opinions of a member of the Board of Directors and is marked for voting in accordance with regulations on the issue to be consulted. Answered ballot forms in either of the two forms mentioned above has the same value.</p>	<p>c) If a member of the Board of Directors does not choose any of the <i>three (03) options</i> mentioned above or fails to send a valid ballot to the company within the prescribed time limit, it shall be considered as choosing the option "No opinion".</p> <p>d) In case a member of the Board of Directors has chosen one of the voting options but at the same time has additional opinions attached to the voting plan, the Company Secretary shall summarize the opinions of that member of the Board of Directors according to the selected voting plan with additional comments in the Minutes of Summary of Opinions.</p> <p>4. A valid voting paper means that the Voting paper must be signed or sent from the personal email of the members of the Board of Directors and sent to the Company as prescribed, with a voting/clearly recorded opinion of the members of the Board of Directors on the issue to be consulted. The voting paper in one of the above two forms is of equal value.</p> <p>5. <i>The authority to sign the proposal/report submitted to the Board of Directors for</i></p>	

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<p><i>consultation belongs to the Board of Management, the head of Committees/Sub-Committees/Units under the Board of Directors, or other units as requested by the Board of Directors/Chairman of the Board of Directors in each specific case. The person signing the proposal/report submitted to the Board of Directors shall be responsible to the Board of Directors for their proposal and for the accuracy, completeness, and integrity of the presented content as well as the attached documents.</i></p> <p><i>6. The company secretary participating in collecting written opinions from the Board of Directors members shall be jointly responsible for the honesty and accuracy of the minutes summarizing the opinions; and jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate opinion summaries.</i></p> <p><i>7. Resolutions/Decisions shall be approved based on the written consent of the majority of Board of Directors members eligible to vote. Resolutions/Decisions approved through written opinion collection shall have the same</i></p>	



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<p><i>validity and effect as Resolutions/Decisions approved by the Board of Directors members at a duly convened and conducted Board of Directors meeting.</i></p> <p><i>8. Responsibilities of relevant units in coordinating the written opinion collection process from the Board of Directors:</i></p> <p><i>a) During the process of collecting written opinions from the Board of Directors, based on the review of the consultation dossier or the opinions of Board of Directors members, the company secretary has the right to request the proposing unit and/or units related to the consultation content to provide information, supplement documents, and reports to clarify the consultation content and complete the consultation dossier. The requested units shall be responsible for coordinating to provide complete information as requested by the company secretary and shall be responsible for the accuracy, integrity, and completeness of the information they provide.</i></p> <p><i>b) The proposing unit requesting the consultation shall be responsible for providing consultation documents in both</i></p>	

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<p><i>Vietnamese and English to the company secretary in cases when opinions need to be collected from foreign Board of Directors members and/or when the consultation dossier includes foreign-language documents. The content of the consultation documents in Vietnamese and English must be complete, accurate, and consistent. The person signing the proposal/report submitted to the Board of Directors shall be responsible for the accuracy, integrity, and completeness of the documents in both Vietnamese and English.</i></p> <p><i>c) In case it is necessary for the written opinion collection process from the Board of Directors, the company secretary has the right to request the proposing unit to send the consultation dossier documents in electronic file format. The unit sending the electronic file must be responsible for ensuring the accuracy, completeness, consistency, and identical content between the electronic file and the hard-copy documents in the consultation dossier.</i></p> <p><i>9. The written opinion request file kept at the Company Secretary includes the following</i></p>	



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<p><i>documents:</i></p> <p><i>a) Opinion collection form: original document</i></p> <p><i>b) Documents attached to the Opinion collection form: stamped document</i></p> <p><i>c) Supplementary documents, explanatory reports and responses to Board of Directors members' opinions (if any) as stipulated in Point a, Clause 7 of this Article: stamped document;</i></p> <p><i>d) Minutes summarizing opinions: original document</i></p> <p><i>e) Resolution/Decision of the Board of Directors (if any): stamped document;</i></p> <p><i>f) Other documents as decided by the Board of Directors/Chairman of the Board of Directors.</i></p>	
6	Article 25 (Chapter VII. IMPLEMENTATION TERMS)	N/a	<p><i>Article 25. Implementation provisions</i></p> <p><i>1. This Regulation consists of seven (07) Chapters, twenty-five (25) Articles and shall take effect from the date of approval by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.</i></p> <p><i>2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Directors and</i></p>	Be in accordance with the model of Operation regulation of the Board of Directors issued together with Circular 116/2020/TT-BTC

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<p><i>approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.</i></p> <p><i>3. In case there are legal provisions related to the operation of the Board of Directors of the Company that are not mentioned in this Regulation, or if there are new legal provisions; Company Charter provisions that differ from or conflict with the provisions of this Regulation, then such new legal provisions and the Company Charter shall automatically apply and govern the operations of the Board of Directors of the Company</i></p>	



**PROPOSAL****Re: Amendment of the Regulation on operation of the Board of Supervisors****To: General Meeting of Shareholders**

*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 and its amendments and supplements;*

*Pursuant to the Securities Law No. 54/2019/QH14 amended by the National Assembly of the Socialist Republic of Vietnam and its amendments and supplements;*

*Pursuant to the Government's Decree 155/2020/ND-CP dated 31/12/2020 detailing a number of articles of the Law on Securities;*

*Pursuant to Circular No. 121/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance regulating the operation of securities companies;*

*Pursuant to Circular 116/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in Decree 155/2020/ND-CP dated 31/12/2020 of the Government detailing a number of articles of the Law on Securities;*

*And other relevant legal documents.*

The Board of Supervisors of BIDV Securities Joint Stock Company (BSC) would like to submit to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Regulation on operation of the Board of Supervisors as follows:

**I. Reasons for amendment and supplementation**

The Board of Supervisors' Operating Regulations were approved by the 2022 Extraordinary General Meeting of Shareholders. By December 2024, based on the recommendation of VNX, the Board of Supervisors issued an updated version of Operation Regulation of the Board of Supervisors, Control Procedures under the new name of the Company, "BIDV Securities Joint Stock Company".

Through the process of reviewing documents, the Board of Supervisors found that there are some contents of the Operation Regulation of the Board of Supervisors that need to be revised and supplemented in order to:

- Be consistent with the practical organization of BSC's operations;
- Be consistent with the amended and supplemented Charter of BSC;
- Correct some words, terms, and interpretations to ensure accuracy and adherence to relevant legal regulations.

## II. Amendments and supplements

### 1. Some main revisions:

- Adjust and supplement the content related to the conditions, rights and obligations of the Head of the Board of Supervisors, according to the provisions of the Company Charter.
- Supplement the content related to the rights, obligations and responsibilities of the Board of Supervisors according to the provisions of the Company Charter.
- Edit and correct some words, terms, and interpretations to ensure accuracy and adherence to current legal regulations.

### 2. Detailed amendments according to the Draft attached to this proposal.

*\* Appendix of main amendments, full text of amended draft Regulations on Operation of the Board of Supervisors attached to this Proposal.*

Respectfully submit to the General Meeting of Shareholders./.

### Recipients:

- As above;
- Archive at BSC.

ON BEHALF OF BOARD OF SUPERVISORS

HEAD OF BOARD   
  
  
**Phạm Thanh Thuy**



**APPENDIX: MAIN AMENDMENTS TO THE REGULATION ON OPERATION OF  
THE BOARD OF SUPERVISORS**

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
1	Clause 2 Article 6 (Term of office and number of members of the Board of Supervisors)	2. Members of the Supervisory Board are not necessarily shareholders of the Company	Remove this Clause	Coinciding with Clause 4, Article 7 of the Regulations on the operation of the Board of Control => Propose to remove this content
2	Clause 1, Clause 3 Article 8 (Head of the Board of Supervisors)	<p>1. The Head of the Board of Supervisors must have an university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or another majors related to business activities of the enterprise.</p> <p>3. Rights and obligations of the Head of the Board of Supervisors are specified in the company's Charter and in this Regulation.</p>	<p>1. The Head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or other majors related to business activities of the enterprise. <i>The head of the Board of Supervisors of the Company must not be a member of the Board of Supervisors or a manager of another securities company.</i></p> <p><del>3. Rights and obligations of the Head of the Board of Supervisors are specified in the company's</del></p>	<p>Clause 1: Be in accordance with Article 55.2 of the Charter and Point a, Clause 1, Article 9 of Circular 121/2020/TT-BTC</p> <p>Clause 3: There is already a similar provision in Article 9. Therefore no need to</p>

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<del>Charter and in this Regulation</del>	repeat.
3	Article 9 (Duties and powers of the Head of the Board of Supervisors)	<p>1. Organize the implementation of tasks and powers of the Board of Supervisors as prescribed in this Regulation.</p> <p>2. Prepare the meeting program of the Board of Supervisors based on suggestions of members of the Board of Supervisors and related to the tasks and powers of the Board of Supervisors; convene and preside over meetings of the Board of Supervisors.</p> <p>3. Act on behalf of the Board of Supervisors to sign documents under the authority of the Board of Supervisors.</p> <p>4. Act on behalf of the Board of Supervisors, convene the Extraordinary General Meeting of Shareholders as prescribed in the Charter of the Company or request the Board of Directors to hold an extraordinary General meeting of shareholders when necessary to</p>	<p><i>1. Convening a meeting of the Board of Supervisors;</i></p> <p><i>2. Requesting the Board of Directors, General Director and other executives to provide relevant information to report to the Board of Supervisors;</i></p> <p><i>3. Preparing and signing the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.</i></p>	Amend according to the provisions of Article 56 of the Charter.



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<p>perform duties of the Board of Supervisors.</p> <p>5. Attend meetings of the Board of Directors, Executive Board, express opinions but not have the right to vote.</p> <p>6. Request to record his/her opinions in the minutes of meetings of the Board of Directors if his/her opinions are different from the Resolutions or Decisions of the Board of Directors and report to the General Meeting of Shareholders.</p> <p>7. Prepare working plans and assign specific tasks to members of the Board of Supervisors. Ensure members of the Board of Supervisors receive complete, objective, accurate and easy-to-understand information and have enough time to discuss issues that the Board of Supervisors must consider.</p> <p>8. Request the Board of Directors, General Director and other</p>		

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
		<p>managers to provide relevant information to report to the Board of Supervisors;</p> <p>9. Supervise and direct the performance of assigned tasks and rights and obligations of members of the Board of Supervisors;</p> <p>10. Authorize another member of the Board of Supervisors to perform his/her duties during his/her absence. The authorized member of the Board of Supervisors are not permitted to not re-authorize others;</p> <p>11. Preside over to prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.</p> <p>12. Other duties and powers as prescribed by law and the Company's Charter.</p>		
4	Point b Clause 1	b) b) Based on the number of	b) Based on the number of	Amending this provision



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
	Article 10 (Nomination and candidacy for members of the Board of Supervisors)	members of the Board of Supervisors, a shareholders or groups of shareholders specified in this Clause is entitled to nominate one or several persons, according to a decision of the General Meeting of Shareholders, as candidates for a member of the Board of Supervisors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by <u>the Board of Directors</u> , the Board of Supervisors and other shareholders.	members of the Board of Supervisors, a shareholders or groups of shareholders specified in this Clause is entitled to nominate one or several persons, according to a decision of the General Meeting of Shareholders, as candidates for a member of the Board of Supervisors. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by <del>the Board of Directors</del> , the Board of Supervisors and other shareholders.	ensures compliance with Clause 5, Article 115 of the 2020 Enterprise Law.
5	Clause 11 Article 14 (Rights, obligations and responsibilities of	11. Examine each specific issue related to management and operation of the Company at the	11. Examine each specific issue related to management and operation of the Company at the	Amend this provision to avoid confusion and conflict with Clause 6,

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
	the Board of Supervisors)	request of shareholders.	request of shareholders <i>according to Clause 6 this Article.</i>	Article 14 of this Regulation.
6	Clause 24,25,26 Article 14 (Rights, obligations and responsibilities of the Board of Supervisors)	N/A.	<p><i>24. Reporting at the General Meeting of Shareholders according to the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.</i></p> <p><i>25. Having the right to access files, documents of the Company kept at the head office, branches and other locations; having the right to go to the workplace of the manager and employee of the Company during working hours.</i></p> <p><i>26. Having the right to request the Board of Directors, members of the Board of Directors, General Director and other managers to provide fully, accurately, promptly information and documents on management,</i></p>	Supplement according to the provisions of Article 48 of the BSC's Charter



No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<i>administration and business activities of the Company.</i>	
7	CHAPTER 9. TERMS OF IMPLEMENTATION	N/A	<p><b>Article 31. Implementation provisions</b></p> <p>1. This Regulation consists of nine (09) Chapters and thirty-one (31) Articles and shall take effect from the date it is approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.</p> <p>2. Any amendments, supplements, replacements or termination of the effectiveness of this Regulation shall be proposed by the Board of Supervisors and approved by the General Meeting of Shareholders of BIDV Securities Joint Stock Company.</p> <p>3. In case there are legal provisions related to the operation of the Board of Supervisors of the Company that are not mentioned in this Regulation, or if there are new legal provisions, Company</p>	

No.	TERMS AND CONDITIONS	INITIAL CONTENTS	PROPOSED AMENDMENTS	REASON FOR AMENDMENTS
			<p>Charter provisions that differ from or conflict with the provisions of this Regulation, then such new legal provisions and the Company Charter shall automatically apply and govern the operations of the Board of Supervisors of the Company.</p>	



**PROPOSAL**

**Re: Dismissal and Election of replacement of participating personnel  
Board of Supervisors for the term 2021 - 2026**

**To: General Meeting of Shareholders**

Regarding the dismissal and election of personnel to join the BSC Board of Supervisors for the term 2021 – 2026, the Board of Directors (BOD) reports and submits to the BSC General Meeting of Shareholders specifically as follows:

**1. Personnel participating in the Board of Supervisors at the present time**

Based on the approval of the General Meeting of Shareholders, the Board of Supervisors of BSC currently has 03 members including: (i) Ms. Pham Thi Thanh Thuy: Head of the Board, (ii) Ms. Kang Hee Joung: Member and (iii) Ms. Vu Minh Chau: Member.

**2. Application for resignation from the position of Member of the Board of Supervisors by Ms. Kang**

On February 07, 2025, BSC received Ms. Kang Hee Joung's resignation from the position of Member of the Board of Supervisors. Accordingly, due to personal reasons, Ms. Kang Hee Joung would like to resign from the position of member of the BSC Board of Supervisors for the 2021 - 2026 term..

**3. Proposal of the BSC Board of Directors**

Based on the Resignation Letter of Ms. Kang Hee Joung mentioned above, BSC's Board of Directors reports and respectfully submits to the General Meeting of Shareholders for consideration and approval:

- Dismissal from the position of Member of the Board of Supervisors for **Ms. Kang Hee Joung** from 18/04/2025;

- Election of a replacement member for the BSC Board of Supervisors for the 2021–2026 term. Election method: Direct voting at the General Meeting of Shareholders, ensure compliance with the provisions of the Company Charter, Election regulation of replacement members of the Board of Supervisors approved by the General Meeting of Shareholders and relevant legal provisions..

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

*Recipient:*

- As above;
- Save at BSC.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**CHAIRMAN**  
*[Signature]*  
**Ngo Van Dzung**