



CHARTER OF ORGANIZATION AND OPERATION

TIEN PHONG SECURITIES CORPORATION

Ho Chi Minh City, June 27, 2025

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LEGAL BASIS

1. The Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the implementation of the Law on Enterprises;
2. Law amending and supplementing a number of articles of the Law on Enterprises No. 03/2022/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;
3. Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents guiding the implementation of the Law on Securities;
4. Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;
5. 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;
6. Decree No. 99/2016/ND-CP dated July 01, 2016 of the Government regulating the management and use of seals;
7. Circular No. 91/2020/TT-BTC dated November 13, 2020 of the Ministry of Finance stipulating financial prudential norms and handling measures for securities trading organizations that fail to meet financial prudential norms;
8. Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
9. Circular No. 121/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance regulating the operation of securities companies;
10. Circular 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the securities market;
11. Circular No. 48/2019/TT-BTC dated August 08, 2019 of the Ministry of Finance guiding the setting up and handling of provisions for inventory price reduction, loss of investments, bad debts and warranty of products, goods, services and construction works at enterprises and Circular No. 24/2022/TT-BTC dated April 07, 2022 of the Ministry of Finance amending a number of articles of Circular No. 48/2019/TT-BTC;
12. Circular No. 197/2015/TT-BTC dated December 03, 2015 of the Ministry of Finance regulating securities practice.

CHARTER OF ORGANIZATION AND OPERATION
TIEN PHONG SECURITIES CORPORATION
PREFACE

This Charter of organization and operation (the "**Charter**") of Tien Phong Securities Corporation is approved in accordance with the Resolution of the General Meeting of Shareholders No. 01/2025/NQ-DHDCDTN dated June 27, 2025.

CHAPTER I. DEFINITION

Article I. Glossary

1. In these Terms, the following terms shall be construed as follows:
 - a. "**Company**" means Tien Phong Securities Corporation.
 - b. "**Establishment and Operation License**" means the Securities Business License No. 49/UBCK-GPHDKD issued by the State Securities Commission on December 29, 2006 to Phuong Dong Securities Joint Stock Company (the former name of the Company) and the Company's licenses are amended, supplement from time to time.
 - c. "**Enterprise Registration Certificate**" means the Company's Enterprise Registration Certificate with enterprise code 0304814339 issued by the Department of Planning and Investment of Ho Chi Minh City for the first time on December 29, 2006, amended and supplemented from time to time.
 - d. "**Charter Capital**" means the charter capital of the Company as defined in Article 9 of the Charter.
 - e. "**Shareholder**" means an individual or organization that owns at least one share of the Company¹.
 - f. "**Major shareholder**" means a shareholder who owns 5% or more of the Company's voting shares².
 - g. "**Dividend**" is the net profit paid per share in cash or other assets³.
 - h. "**Company Manager**" or "**Manager**" means a manager of the Company including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director(s), Branch Director(s), Chief Financial Officer and Chief Accountant⁴.
 - i. "**Company Executive**" or "**Executive**" means an operator of the Company including the General Director, Deputy General Director(s), Branch Director(s), Chief Financial Officer, Chief Accountant.
 - j. "**Related person**" means an organization or individual that has a direct or indirect relationship with the Company as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

¹ Clause 3, Article 4 of the LOE 2020

² Clause 18 Article 4 LCK 2019

³ Clause 5, Article 4 of the LOE 2020

⁴ Clause 24, Article 4 of the LOE 2020

- k. **"Person with family relations"** means a person in the relationships specified in Clause 22, Article 4 of the Law on Enterprises.
 - l. **"Foreign ownership ratio"** means the total share ownership ratio of foreign investors calculated on the Charter Capital of the Company. In this case, foreign investors are determined to include all foreign investors and economic organizations in which foreign investors hold more than 50% of the charter capital of such economic organizations.
 - m. **"Enterprise Law"** means the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and the Law amending and supplementing a number of articles of the Law on Enterprises No. 03/2022/QH15 which was approved by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022.
 - n. **"Securities Law"** means the Securities Law No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and the Law amending and supplementing a number of articles of the Securities Law No. 56/2024/QH15 approved by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024.
2. In these Terms, a reference to any document shall include those amendments, supplements and replacements thereof.
 3. The headings (Points, Clauses, Articles, Sections, Chapters of this Charter) are used for the convenience of following the reading comprehension and do not affect the interpretation of the content and meaning of this Charter.
 4. Unless otherwise defined in these Terms and Conditions, words or terms used in these Terms and Conditions shall have the same meanings as in the Corporate Law, the Securities Law and relevant legal documents.

CHAPTER II. NAME, TYPE, HEAD OFFICE, OPERATION NETWORK, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE

Article 2. Name, Type, Head Office, Operation Network, and Duration of Operation

1. Company Name:
 - Name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN TIỀN PHONG
 - Name in English: TIEN PHONG SECURITIES CORPORATION
 - Trading Name: TP SECURITIES
 - Abbreviation: TPS
2. The Company is a joint-stock company, with full legal status in accordance with the current provisions of Vietnamese law.
3. Headquarters of the Company:
 - Head office address: 7th Floor, Doji Building, No. 81-83-85 Ham Nghi, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City
 - Phone: (028) 39118014 Fax: (028) 39118015
 - Email: tpbs@tpbs.com.vn Website: www.tpbs.com.vn
4. The Company's network of activities:

- a. The Company may establish branches, transaction offices and representative offices within and outside the territory of Vietnam to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law;
 - b. Branches, transaction offices, representative offices are units under the Company and the Company must be fully responsible for the operation of its branches, transaction offices, representative offices;
 - c. The name of the branch, transaction office or representative office must bear the name of the Company together with the phrase "branch", "transaction office" or "representative office" and its proper name for identification;
 - d. The Company only conducts business activities at the locations where the head office, branches and transaction offices are located in accordance with the Establishment and Operation License of the respective head office, branch and transaction office issued by the State Securities Commission.
 - e. On the date of promulgation of this Charter, the Company has 01 (one) branch with the following information⁵:
 - Branch name: Tien Phong Securities Corporation - Hanoi Branch;
 - Branch address: 12th Floor, Doji Tower, No. 5 Le Duan, Dien Bien Ward, Ba Dinh District, Hanoi.
5. The Company's operation period starts from the date the Company is granted an establishment and operation license by the State Securities Commission until the Company terminates its operation in accordance with the provisions of law.

Article 3. Legal representative⁶

1. The Company's legal representative is an individual representing the Company in exercising rights and obligations arising from the Company's transactions, representing the Company as a requester for settlement of civil matters, plaintiffs, defendants, persons with interests, etc. related obligations before the Arbitrator and the Court and perform other rights and obligations as prescribed by law.
2. The Company may have 01 (one) or more legal representatives. Specific cases are as follows:
 - a. In case the Company has 01 (one) legal representative: The legal representative of the Company is the Chairman of the Board of Directors or the General Director.
 - b. In case the Company has more than 01 (one) legal representative: The Chairman of the Board of Directors and the General Director are naturally the legal representatives of the Company. The Company chooses to register the Chairman of the Board of Directors or the General Director as the Company's legal representative to the State Securities Commission. The registered legal representative is the person responsible for providing documents and working with the State Securities Commission.

⁵ Point a, Clause 2, Article 24 of the 2020 LOE

⁶ Article 12 of the LOE 2020 and Article 182 of Decree 155/2020/ND-CP

The appointment, dismissal and change of the Company's legal representative from time to time shall be decided by the Board of Directors, unless otherwise required by law.

3. The Company must ensure that there is always at least 01 (one) legal representative residing in Vietnam. When there is only 01 (one) legal representative residing in Vietnam, this person, upon exiting Vietnam, must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative is still responsible for the performance of the authorized rights and obligations.
4. In case the authorization period under Clause 3 of this Article expires but the Company's legal representative has not returned to Vietnam and has no other authorization, the authorized person specified in Clause 3 above shall continue to exercise the rights and obligations of the Company's legal representative within the scope of authorization until when the Company's legal representative returns to work at the Company or until the Board of Directors decides to appoint another person to be the Company's legal representative.
5. In case the Company has only 01 (one) legal representative and this person is absent from Vietnam for more than 30 (thirty) days without authorizing another person to exercise the rights and obligations of the Company's legal representative or in case the legal representative dies, missing, being examined for penal liability, being held in custody, serving a prison sentence, serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, being restricted or losing their civil act capacity, having cognitive difficulties, mastering their acts, being banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the Board of Directors shall appoint another person to be the legal representative of the Company.

Article 4. Responsibilities of the Company's legal representative⁷

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

Article 5. Company Seal⁸

1. Seals include seals made at competent State agencies, establishments engraving seals and/or seals in the form of digital signatures as prescribed by law from time to time.

⁷ Article 13 of the LOE 2020

⁸ Decree No. 99/2016/ND-CP

2. The legal representative of the Company shall decide on the type, quantity, form and content of the seal of the Company, its branches, representative offices and other units of the Company, unless otherwise required by law.
3. The Company's legal representative is responsible for using and managing the Company's seal, and the head of the Company's branches, representative offices and other units is responsible for using and managing the seals of the Company's branches, representative offices and other units in accordance with law.

CHAPTER III. SCOPE, BUSINESS OBJECTIVES, AND OPERATIONS

Article 6. Business Scope and Activities⁹

1. The Company is allowed to conduct all activities under the business operations licensed by the State Securities Commission, including:
 - a. Securities brokerage;
 - b. proprietary securities trading;
 - c. Underwriting of securities issuance;
 - d. Securities investment consulting.
2. In addition to the securities trading operations specified in Clause 1 of this Article, the Company may provide services entrusted to manage securities trading accounts of individual investors, provide financial consultancy services and other financial products and services in accordance with the provisions of law; at the same time, it may operate in other business lines (if any) with the approval of the General Meeting of Shareholders and competent State agencies (including the State Securities Commission) from time to time.

Article 7. Operational objectives

The Company's operational objectives are:

1. To provide customers with quality securities and financial products and services.
2. To become one of the leading securities companies in the Vietnamese market.
3. Create professional working conditions and environment for talents to develop and improve the welfare of employees.
4. Maximize the value of shares, benefits for shareholders.
5. Contributing to the development of Vietnam's stock market.

Article 8. Rights and obligations of the Company

1. The Company has all the rights and obligations of the enterprise in accordance with the provisions of the Law on Enterprises provided that the provisions of the Law on Enterprises do not conflict with the Law on Securities as well as the provisions of the law on securities.
2. In addition to the rights specified in Clause 1 above, the Company has the following rights¹⁰:

⁹ Article 72 of the 2019 LCK

¹⁰ Article 7 of the LOE 2020

- a. Freedom to do business in business lines and operations approved by the State Securities Commission and/or other competent State agencies (if any) from time to time;
 - b. Providing securities and financial products and services to customers within the scope of the Company's lawful business lines and operations;
 - c. Collect fees when providing products and services to customers in accordance with the provisions of law;
 - d. Recruiting, hiring and employing employees according to the needs of the Company's business activities;
 - e. Other rights as prescribed by relevant laws (if any).
3. In addition to the obligations specified in Clause 1 above, the Company must ensure compliance with the following obligations and operating principles:
- a. Compliance with the Company's governance principles includes¹¹:
 - (i) Rational and effective governance structure;
 - (ii) Ensure the operational efficiency of the Board of Directors and the Supervisory Board, enhance the responsibilities of the Board of Directors and the Supervisory Board towards the Company and shareholders;
 - (iii) Ensuring the rights of shareholders, treating shareholders equally;
 - (iv) Ensuring the role of investors, the stock market and intermediary organizations in supporting the Company's governance activities;
 - (v) Respect and ensure the legitimate rights and interests of parties with related interests in the Company's governance;
 - (vi) Disclose information in a timely, complete, accurate and transparent manner of the Company's operations; ensure that shareholders have fair access to information.
 - b. Comply with the obligations of securities companies as prescribed in Article 89 of the Law on Securities, including:
 - (i) Establish an internal control system, risk management and supervision, prevent conflicts of interest within the Company and in transactions with related persons;
 - (ii) Ensure that employees working in the professional division must have securities practice certificates in accordance with their professional skills;
 - (iii) Perform separate management of each customer's assets, separate customers' assets from the Company's assets;
 - (iv) Signing a written contract with the customer when providing services to the customer; providing full and truthful information to customers;
 - (v) Priority is given to executing the client's orders before the Company's orders;

¹¹ Article 40 of the 2019 LCK

- (vi) Collect and find out information about the financial situation, investment objectives, risk tolerance of customers; ensure that the Company's investment recommendations and advice to customers must be suitable for such customers, except for cases where customers do not provide information or provide information but are incomplete and inaccurate;
 - (vii) Update and keep full records of customer information, documents and reflect in detail and accurately transactions of customers and the Company;
 - (viii) Implement the regime of accounting, auditing, statistics, and financial obligations in accordance with law;
 - (ix) Disclose information and report in a timely, complete and accurate manner in accordance with law;
 - (x) Building information technology systems and backup databases to ensure safe and continuous operation;
 - (xi) Supervise securities transactions in accordance with the regulations of the Ministry of Finance;
 - (xii) Perform other obligations in accordance with the provisions of the Law on Securities.
- c. Comply with regulations on restrictions on securities companies in accordance with relevant laws;
 - d. Comply with the principles of professional operation of securities companies in accordance with relevant laws;
 - e. Ensuring financial prudential norms in accordance with relevant laws;
 - f. Responsible for the activities of securities practitioners at the Company;
 - g. Other obligations as prescribed by relevant laws (if any).

CHARTER IV. CAPITAL, SHARES, AND SHAREHOLDERS

Article 9. Charter capital and foreign ownership ratio

1. The charter capital of the Company is the total par value of shares of all kinds sold¹², which must be guaranteed not lower than the minimum charter capital as prescribed by law. The specific Charter Capital of the Company from time to time is recorded in the Company's Establishment and Operation License and/or Business Registration Certificate.
2. The Company may change the increase or decrease of Charter Capital when approved by the General Meeting of Shareholders in accordance with the provisions of law and the Charter¹³ (*refer to the information on the increase of the Company's Charter Capital updated in Appendix 01 - Charter Capital attached to the Charter*).

¹² Clause 1, Article 112 of the LOE 2020

¹³ Clause 2, Article 6 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

3. The Company may issue other types of securities when approved by the General Meeting of Shareholders or the Board of Directors, depending on the case, in accordance with the provisions of law and the Charter.
4. The maximum foreign ownership rate in the Company is 49% (forty-nine percent).

Article 10. Share structure¹⁴

1. The Company's shares are only ordinary shares as of the date of adoption of this Charter. The owner of ordinary shares is an ordinary shareholder.
2. From time to time, in addition to ordinary shares, the Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders in accordance with the provisions of law. Preference shares include the following types:
 - a. Dividend preference shares;
 - b. Refundable preference shares;
 - c. Voting preference shares;
 - d. Other preference shares: according to the provisions of the plan for issuance of preference shares approved by the General Meeting of Shareholders in accordance with the provisions of law.
3. Characteristics of preference shares:
 - a. Voting preference shares are shares with more voting votes than the number of voting votes of ordinary shares; the number of voting votes of a voting preference share shall be decided by the General Meeting of Shareholders when implementing the plan to issue additional shares. Only organizations authorized by the Government are entitled to hold voting preference shares¹⁵;
 - b. Dividend preference shares are shares that are paid dividends at a higher rate than the dividend rate of ordinary shares or an annual stable level. Dividends are distributed annually including fixed dividends and bonus dividends. Fixed dividends do not depend on the Company's business results. Specific fixed dividend level and method of determining bonus dividends inscribed on shares of dividend preference shares¹⁶;
 - c. Redeemable preference shares are shares that are refunded by the Company at the request of the owner or according to the conditions stated in the shares of the redeemable preference shares and the Charter (if any).¹⁷
4. The person entitled to purchase dividend preference shares, redeemable preference shares and other preference shares shall be decided by the General Meeting of Shareholders when implementing the plan to issue additional shares.
5. Each share of the same type gives the owner of that share equal rights, obligations and benefits.

¹⁴ Article 114 of the LOE 2020

¹⁵ Clause 1, Article 116 of the LOE 2020

¹⁶ Clause 1, Article 117 of the LOE 2020

¹⁷ Clause 1, Article 118 of the 2020 LOE

6. Common shares cannot be converted into preferred shares. Preference shares can be converted into ordinary shares according to the resolution of the General Meeting of Shareholders.
7. Ordinary shares used as underlying assets for the issuance of non-voting depository certificates (if any) are called underlying ordinary shares. Non-voting depository certificates have economic benefits and obligations corresponding to the underlying ordinary shares, except for voting rights.

Article 11. Shareholder¹⁸

1. Shareholders are the owners of the Company, have corresponding rights and obligations according to the number of shares and types of shares they own in the Company.
2. Shareholders owning 10% or more of Charter Capital must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders.
3. Shareholders owning 10% or more of Charter Capital must fully notify the Company within 24 (twenty-four) hours from the receipt of information in the following cases:
 - a. The number of shares that are blocked, pledged or handled according to the Court's decision;
 - b. Shareholders are organizations that decide to change their names or divide, separate, dissolve, or go bankrupt.
4. The Company must report to the State Securities Commission on the cases specified in Clause 3 of this Article within 05 (five) days from the date of receipt of the notice of shareholders.
5. A shareholder owns 10% or more of the charter capital and a related person of that shareholder does not own more than 5% of the charter capital of another securities company¹⁹.
6. Shareholders who are foreign investors must meet the conditions specified in Article 77 of the Law on Securities²⁰.

Article 12. Rights of ordinary shareholders²¹

1. Ordinary shareholders have the following rights:
 - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through authorized representatives or other forms of voting in accordance with law and the Charter (if any). Each ordinary share has 01 (one) voting vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Prioritize the purchase of newly offered shares in proportion to the percentage of ordinary shares owned by each shareholder in the Company in accordance with the share offering plan and/or the plan to increase Charter Capital approved by the General Meeting of Shareholders;

¹⁸ Article 6 of Circular 121/2020/TT-BTC

¹⁹ Point c, Clause 2, Article 74 of LCK 2019

²⁰ Point d, Clause 2, Article 74 of LCK 2019

²¹ Article 115 of the LOE 2020

- d. Freedom to transfer his/her shares to another person, except for cases of restriction of transfer in accordance with the provisions of law and the Charter and/or according to the conditions specified in the shares of the respective shares (if any);
 - e. Consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request the correction of their inaccurate information;
 - f. To consider, look up, extract or copy the Charter, Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - g. When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
 - h. Other rights as prescribed by law and the Charter (if any).
2. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the following rights:
- c. Considering, looking up and extracting minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
 - d. Request to convene a meeting of the General Meeting of Shareholders in the case specified in Clause 3 of this Article;
 - e. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the contents specified at Point c, Clause 2, Article 115 of the Law on Enterprises;
 - f. Other rights as prescribed by law.
3. Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares may request the convening of the General Meeting of Shareholders in the following cases:
- a. The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions in excess of their assigned authority;
 - b. Other cases as prescribed by the Charter (if any).
4. The request for convening the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the contents specified in Clause 4, Article 115 of the Law on Enterprises. Enclosed with the request to convene a meeting, there must be documents and evidences on the violations of the Board of Directors, the extent of the violation or the decision beyond its competence.
5. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Supervisory Board shall be carried out in accordance with the Election Regulations and/or with the approval of the General Meeting of Shareholders in each specific case.

Article 13. Rights of shareholders owning voting preference shares²²

1. Vote on matters under the jurisdiction of the General Meeting of Shareholders with the number of votes as prescribed at Point a, Clause 3, Article 10 of the Charter.
2. Other rights such as ordinary shareholders, except for the right to transfer voting preference shares to others, except for the case of transfer under legally effective judgments or decisions of courts or inheritance.

Article 14. Rights of shareholders to own dividend preference shares²³

1. Receive dividends as prescribed at Point b, Clause 3, Article 10 of the Charter.
2. Receive the remaining assets corresponding to the percentage of share ownership in the Company, after the Company has paid all debts and preferred shares redeemed when the Company is dissolved or bankrupt.
3. Other rights like ordinary shareholders, except for the case specified in Clause 4 below.
4. Shareholders who own dividend preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Supervisory Board, except for the case specified in Clause 6, Article 148 of the Law on Enterprises.

Article 15. Rights of shareholders who own refundable preference shares²⁴

1. The Company shall be refunded the contributed capital according to the provisions of Point c, Clause 3, Article 10 of the Charter.
2. Other rights like ordinary shareholders, except for the case specified in Clause 3 below.
3. Shareholders who own redeemed preference shares do not have the right to vote, the right to attend the General Meeting of Shareholders, the right to nominate persons to the Board of Directors and the Supervisory Board, except for the cases specified in Clause 5, Article 114 and Clause 6, Article 148 of the Law on Enterprises.

Article 16. Obligations of shareholders²⁵

1. Fully and on time the number of shares committed to purchase. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.
2. It is not allowed to withdraw the contributed capital in ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons in accordance with the provisions of law. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred.
3. Comply with the Charter and Internal Regulations on Corporate Governance.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

²² Article 116 of the LOE 2020

²³ Article 117 of the LOE 2020

²⁴ Article 118 of the LOE 2020

²⁵ Article 119 of the LOE 2020

5. Confidentiality of information provided by the Company in accordance with the provisions of law and the Charter; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
6. Perform other obligations as prescribed by law and the Charter (if any).

Article 17. Authorized representative of shareholders being organizations²⁶

1. The authorized representative of an organization shareholder must be an authorized individual in writing and perform the rights and obligations as prescribed by law on behalf of such shareholder.
2. An organization that is a shareholder of the Company that owns at least 10% of the total ordinary shares can authorize a maximum of 03 (three) representatives.
3. In case a shareholder is an organization that appoints more than one authorized representative, the number of shares for each authorized representative must be specified. In case the shareholder being an organization does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
4. The appointment of an authorized representative must be in writing, must be notified to the Company and is only effective for the Company from the date the Company receives the document. The authorization document must contain the main contents as prescribed in Clause 4, Article 14 of the Law on Enterprises.
5. The authorized representative must meet the criteria and conditions specified in Clause 5, Article 14 of the Law on Enterprises.
6. Responsibilities of the authorized representative of a shareholder being an organization²⁷:
 - a. The authorized representative on behalf of shareholders shall exercise the rights and obligations of shareholders at the General Meeting of Shareholders in accordance with law. Any restrictions of shareholders on the authorized representative in exercising the rights and obligations of the respective shareholders at the General Meeting of Shareholders shall not be effective for third parties;
 - b. The authorized representative is responsible for fully attending the meetings of the General Meeting of Shareholders; to perform the authorized rights and obligations in an honest, prudent and best manner, protecting the legitimate interests of authorized shareholders;
 - c. The authorized representative shall be liable to the authorized shareholder for the breach of obligations specified in this Article. The authorized shareholder is liable to the third party for liabilities arising in relation to the rights and obligations performed through the authorized representative.

Article 18. Register of Shareholders²⁸

1. The Company must prepare and manage the Register of Shareholders/List of Shareholders from the time of issuance of the Establishment and Operation License.

²⁶ Article 14 of the LOE 2020

²⁷ Article 15 of the LOE 2020

²⁸ Article 122 of the LOE 2020

The register of shareholders/list of shareholders can be a paper document, an electronic data set recording information about the ownership of shares of the Company's shareholders or both.

2. The register of shareholders/list of shareholders must contain the main contents as prescribed in Clause 2, Article 122 of the Law on Enterprises or in accordance with the regulations of other organizations with the function of managing the register of shareholders/list of shareholders.
3. The Register of Shareholders/List of Shareholders shall be kept at the head office of the Company or other organizations with the function of managing the Register of Shareholders/List of Shareholders. Shareholders have the right to check, look up or extract or copy the names and contact addresses of the Company's shareholders in the Register of Shareholders/list of shareholders during the working hours of the Company or other organizations with the function of managing the Register of Shareholders/List of Shareholders.
4. In case shareholders change their contact addresses, they must promptly notify the Company or other functional organizations to update them in the Register of Shareholders/List of Shareholders. The Company is not responsible for the failure to contact shareholders due to not being notified of the change of shareholders' contact addresses.
5. The Company must promptly update the changes of shareholders in the Register of Shareholders/List of Shareholders at the request of relevant shareholders in accordance with the provisions of law.

Article 19. Stocks, other financial products and securities

1. Stocks²⁹:
 - a. Shares are certificates issued by the Company, book entries or electronic data confirming the ownership of one or several shares of the Company. Stocks must have all the main contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
 - b. In case there is an error in the content and form of shares issued by the Company, the rights and interests of the owner of such shares will not be affected. The Company's legal representative is responsible for the damage caused by such errors.
 - c. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. Shareholders' proposals must include the following contents:
 - (i) Information about stocks that have been lost, damaged or otherwise destroyed;
 - (ii) Undertake to take responsibility for disputes arising from the re-issuance of new shares.
2. Secured warrants:
 - a. Secured warrants are securities with collateral issued by the Company, which allow the holder to have the right to buy (call warrants) or the right to sell (sell warrants) the underlying securities to the Company at a predetermined price, at

²⁹ Article 121 of the LOE 2020

or before a predetermined time, or receive the difference between the exercise price and the underlying securities price at the time of implementation³⁰.

- b. The warrant holder is a partially secured creditor of the Company and has the rights and obligations as prescribed by law, prospectus when offering warrants (including but not limited to the rights to receive cash payment or transfer of underlying securities; the right to transfer, donation, inheritance, pledge, mortgage...).
3. Financial products³¹: The Company may offer financial products and perform all related operations in accordance with the provisions of law and the approval of the State Securities Commission from time to time.
4. Other securities: Certificates of ownership of bonds or other securities of the Company issued with the signature of the Company's legal representative or a person duly authorized by the Company's legal representative and the Company's seal or issued in electronic form in accordance with the provisions of law from time to time³².

Article 20. Adjustment of Charter Capital

1. Increase of Charter Capital³³: After officially conducting securities trading activities, subject to the approval of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant laws, the Company may increase its Charter Capital in the following forms:
 - a. Public offering of additional securities; public offering of additional shares or issuance of stock purchase rights to existing shareholders;
 - b. Private placement of shares;
 - c. Offering and issuing shares in other forms leading to an increase in charter capital: issuance of shares to pay dividends; issuance of shares to increase share capital from equity; issuance of shares under the option program for employees; issuance of shares to convert convertible bonds; issuance of shares to exercise the rights of warrants;
 - d. Other forms as prescribed by law (if any).
2. Charter capital reduction³⁴:
 - a. Subject to the approval of the State Securities Commission in accordance with relevant laws, the Company may reduce its Charter Capital in the following forms:
 - (i) Repurchase of shares to reduce Charter Capital as decided by the General Meeting of Shareholders;
 - (ii) Repurchase of shares at the request of shareholders specified in Article 21 of the Charter;

³⁰ Clause 6 Article 4 LCK 2019

³¹ Clause 2, Article 86 of LCK 2019, Article 202 of Decree 155/2020/ND-CP

³² Article 8 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

³³ Article 187 of Decree 155/2020/ND-CP

³⁴ Clause 5, Article 112 of the 2020 LOE, Article 36 of the 2019 LCK and Article 188 of Decree 155/2020/ND-CP

- (iii) Other forms as prescribed by law (if any).
- b. The Company shall reduce its Charter Capital in accordance with the provisions of the Law on Enterprises, the Law on Securities and meet the following conditions:
 - (i) The owner's equity after the reduction is not lower than the minimum charter capital as prescribed by the law on securities;
 - (ii) The ratio of available capital after capital reduction is at least 180%;
 - (iii) Capital reductions must be at least 12 (twelve) months apart;
 - (iv) Meet the conditions for repurchase of their own shares specified in Article 36 of the Law on Securities;
 - (v) Meet the regulations on foreign ownership ratio in accordance with the law on securities.
- 3. The order and procedures for increasing and decreasing the Charter Capital in each case shall be carried out in accordance with the provisions of relevant laws.
- 4. After completing the increase or decrease of Charter Capital, the Company shall carry out the procedures for adjusting (i) the License for establishment and operation of securities business and (ii) the Company's Enterprise Registration Certificate in accordance with relevant laws.

Article 21. Repurchase of shares at the request of shareholders³⁵

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

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

Article 22. Transfer of shares³⁶

- 1. The Company's shares are free to transfer, except for cases where the transfer is restricted in accordance with the provisions of the Enterprise Law, the Securities Law, the Charter and/or specified in the shares of the respective shares.

³⁵ Article 132 of the LOE 2020

³⁶ Article 127 of the LOE 2020

2. The transfer of shares of the Company shall be carried out in the form of transactions on the securities market with the order and procedures for transfer in accordance with the provisions of the law on securities.

Article 23. Bond offering³⁷

1. The Company has the right to issue bonds, convertible bonds and other types of bonds in the form of private placement or public issuance in accordance with law.
2. Plans for private placement of convertible bonds and private placement of bonds with warrants must be approved by the General Meeting of Shareholders.
3. The plan to offer non-convertible bonds without warrants must be approved by the Board of Directors, but must be reported to the General Meeting of Shareholders at the nearest meeting.

CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 24. Principles of governance and administration³⁸

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

Article 25. Organizational structure, governance and management control³⁹

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

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

SECTION 1. GENERAL MEETING OF SHAREHOLDERS

Article 26. Rights and obligations of the General Meeting of Shareholders⁴⁰

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:

³⁷ Clause 2, Article 13 of Decree 153/2020/ND-CP

³⁸ Article 3 of Circular 121/2020/TT-BTC

³⁹ Article 137 of the LOE 2020 and Article 11 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

⁴⁰ Article 138 of the LOE 2020

- a. Through the Company's development orientation;
- b. To decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- c. Elect, dismiss and dismiss members of the Board of Directors and members of the Control Board;
- d. To decide on investment (including the plan for implementation of the investment project and the investment project) or to sell the assets of the investment project with a value of 35% or more of the total value of assets stated in the latest financial statements of the Company;
- e. Decision on amendment and supplementation of the Charter;
- f. Approved the audited annual financial statements;
- g. Decision to repurchase more than 10% of the total sold shares of each type;
- h. Consider and handle violations of members of the Board of Directors and Controllers that cause damage to the Company and the Company's shareholders;
- i. Decision on reorganization and dissolution of the Company;
- j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k. Approval of the Internal Regulation on Corporate Governance; Regulations on the operation of the Board of Directors; Operating Regulations and Control Procedures of the Supervisory Board;
- l. Approving the list of independent audit firms; to decide on independent auditing firms to inspect the Company's operations, dismiss and dismiss independent auditors when deeming it necessary;
- m. Other rights and obligations as prescribed by relevant laws and the Charter (if any).

Article 27. General Meeting of Shareholders⁴¹

1. The Annual General Meeting of Shareholders is held 01 time/year (once a year). In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The General Meeting of Shareholders may be held simultaneously at multiple locations. The venue of the meeting of the General Meeting of Shareholders is determined to be the place where the Chairman attends the meeting and must be in the territory of Vietnam.
2. The General Meeting of Shareholders must hold an annual meeting within 04 (four) months from the end of the fiscal year. In case it cannot be organized within the above-mentioned time limit, the Board of Directors has the right to decide to extend the organization of the Annual General Meeting of Shareholders. The Company must report to the State Securities Commission in writing, clearly stating the reason and must organize the Annual General Meeting of Shareholders within the next 02 (two) months

⁴².

⁴¹ Article 139 of the LOE 2020

⁴² Clause 2, Article 7 of Circular 121/2020/TT-BTC

3. The Annual General Meeting of Shareholders discusses and approves the following issues:
 - a. The Company's annual business plan;
 - b. Audited annual financial statements;
 - c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
 - d. Report of the Supervisory Board on the Company's business results, on the results of operations of the Board of Directors and the General Director;
 - e. Report on self-assessment of the performance of the Supervisory Board and the Controller;
 - f. The dividend level for each share of each type;
 - g. Other matters fall under the jurisdiction of the General Meeting of Shareholders in the agenda of the Annual General Meeting of Shareholders.
4. The contents approved in the previous resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the latest annual meeting. In case of changes in contents falling under the decision-making competence of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation⁴³.

Article 28. Convening the General Meeting of Shareholders⁴⁴

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Company;
 - b. The number of remaining members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;
 - c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
 - d. At the request of the Supervisory Board;
 - e. Other cases as prescribed by law and the Charter (if any).
2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date of occurrence of the case specified at Point b, Clause 1 of this Article or receive a request to convene a meeting specified at Points c and d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate the Company for damages incurred due to the failure to convene a meeting of the General Meeting of Shareholders as prescribed in this Article.
3. In case the Board of Directors does not convene an extraordinary General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 (thirty) days,

⁴³ Clause 2, Article 272 of Decree 155/2020/ND-CP

⁴⁴ Article 140 of the LOE 2020

the Supervisory Board shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises and the Charter. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Supervisory Board must compensate the Company for damages incurred due to the failure to convene a meeting of the General Meeting of Shareholders as prescribed in this Article.

4. In case the Supervisory Board does not convene an extraordinary General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to represent the Company to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises and the Charter.
5. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a. Make a list of shareholders entitled to attend the meeting;
 - b. Providing information and settling complaints related to the list of shareholders;
 - c. Make the agenda and content of the meeting;
 - d. Prepare documents for the meeting;
 - e. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and details of candidates in case of election of members of the Board of Directors and Controllers;
 - f. Determine the time and place of the meeting, the form of organizing the meeting;
 - g. Send a notice of invitation to the meeting to each shareholder who has the right to attend the meeting in accordance with the Law on Enterprises and the Charter;
 - h. Other tasks serve the meeting.
6. Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions of shareholders at the meeting (if any); in case of force majeure, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board⁴⁵.
7. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company⁴⁵.
8. All expenses for convening and conducting the General Meeting of Shareholders under this Article will be refunded by the Company on the basis of valid and complete documents. The cost of convening and conducting this General Meeting of Shareholders does not include expenses paid by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

⁴⁵ Clause 4, Article 273 of Decree 155/2020/ND-CP

⁴⁶ Clause 4, Article 273 of Decree 155/2020/ND-CP

Article 29. List of shareholders entitled to attend the General Meeting of Shareholders⁴⁷

1. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the Register of Shareholders/List of shareholders of the Company. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the last registration date⁴⁸. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office of the shareholder being the organization; the number of shares of each type, the number and date of shareholder registration of each shareholder.
3. Shareholders have the right to check, lookup, extract and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request to amend false information or supplement necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's manager must promptly provide information on the Register of Shareholders/List of Shareholders, amend and supplement false information at the request of shareholders; be responsible for compensation for damage arising from failure to provide or provide untimely and inaccurate information on the Register of Shareholders/List of Shareholders as requested. The order and procedures for requesting the provision of information in the Register of Shareholders/List of Shareholders shall comply with the provisions of the Charter.

Article 30. Program and content of the General Meeting of Shareholders⁴⁹

1. The convener of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.
2. Shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter have the right to propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.
3. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 2 of this Article, at least 02 (two) working days before the opening date of the General Meeting of Shareholders, it must reply in writing clearly stating the reason. The convener of the General Meeting of Shareholders has the right to reject the proposal if it falls into one of the following cases:
 - a. The petition is sent in contravention of the provisions of Clause 2 of this Article;

⁴⁷ Article 141 of the LOE 2020

⁴⁸ Point b, Clause 4, Article 11 of Circular 96/2020/TT-BTC

⁴⁹ Article 142 of the LOE 2020

- b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of the Charter;
 - c. The issue of recommendations is not under the decision-making authority of the General Meeting of Shareholders.
- 4. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 2 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 31. Invitation to the General Meeting of Shareholders⁵⁰

- 1. The convener of the General Meeting of Shareholders must send a notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date. The notice of invitation to the meeting must include the name, address of the head office, and the enterprise code; the name and permanent residence address of the shareholder, the time and place of the meeting and other requirements for the participants.
- 2. The notice of invitation to the meeting can be sent by invitation, telephone, fax, electronic means and must reach the contact address of the shareholders, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed. transaction registration; in case the Company deems it necessary, it shall be published in the daily newspaper of the central or local government.
- 3. The notice of invitation to the meeting must be enclosed with the following documents:
 - a. Meeting agenda, documents used in the meeting and draft Resolution for each issue in the meeting agenda;
 - b. Ballots.
- 4. The sending of meeting documents together with the notice of invitation to the meeting specified in Clause 3 of this Article may be replaced by posting on the Company's website. In this case, the notice of invitation to the meeting must clearly state the place and method of downloading the documents.

Article 32. Exercising the right to attend the General Meeting of Shareholders⁵¹

- 1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting, authorize in writing one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3 of this Article.
- 2. The authorization of individuals and organizations to represent attending the General Meeting of Shareholders shall comply with the provisions of civil law and must be made in writing, clearly stating the names of the authorized shareholders, the names of the authorized individuals and organizations, the number of authorized shares, the contents of the authorization, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

⁵⁰ Article 143 of the LOE 2020

⁵¹ Article 144 of the LOE 2020

Individuals and organizations authorized to attend the General Meeting of Shareholders must present a written authorization when registering to attend the meeting before entering the meeting room. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. Shareholders are considered to attend and vote at the General Meeting of Shareholders in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorize other individuals and organizations to attend and vote at meetings;
 - c. Attend and vote through online conference;
 - d. Participate in voting through the electronic voting system;
 - e. Sending ballots to the meeting by mail, fax, e-mail or other forms as prescribed by law and the Charter (if any).

Article 33. Conditions for conducting the General Meeting of Shareholders⁵²

1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 (thirty) days from the scheduled date of the first meeting. The second convened General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
3. In case the second meeting fails to meet the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 (twenty) days from the date on which the second meeting is planned. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.
4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent together with the notice of invitation to the meeting specified in Article 30 of the Charter.

Article 34. Format of meeting and voting at the General Meeting of Shareholders⁵³

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

1. Before the opening of the meeting, it is necessary to register shareholders to attend the General Meeting of Shareholders.
2. The election of the Chairman, Secretary and Vote Counting Committee of the General Meeting of Shareholders is prescribed as follows:
 - a. The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair meetings of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the

⁵² Article 145 of the LOE 2020

⁵³ Article 146 of the LOE 2020

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 the Chairperson cannot be elected, the Head of the Supervisory Board shall let the General Meeting of Shareholders elect the Chairperson of the meeting and the person with the highest number of votes to be the Chairperson of the meeting;

- b. Except for the case specified at Point a of this Clause, the signatory to convene the General Meeting of Shareholders shall administer the meeting so that the General Meeting of Shareholders shall elect the Chairperson of the meeting and the person with the highest number of votes shall be the Chairman of the meeting;
 - c. The chairperson shall appoint one or several persons to be the secretary of the meeting;
 - d. The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the proposal of the Chairman of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must determine the time for each issue in the content of the meeting agenda.
4. The Chairperson has the right to take necessary and reasonable measures to run the meeting in an orderly manner, in accordance with the approved program and reflect the wishes of the majority of the participants.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The vote counting results shall be announced by the Chairperson or the person assigned by the Chairperson immediately before the closing of the meeting.
6. Shareholders or persons authorized to attend the meeting after the meeting has been opened are still registered and have the right to participate and vote immediately after registration. In this case, the validity of the previously voted contents does not change.
7. The convener or chairperson of the meeting of the General Meeting of Shareholders has the following rights:
 - a. Request all participants to be subject to inspection or other lawful and reasonable security measures;
 - b. Request the competent authority to maintain the order of the meeting; expelling persons who do not comply with the Chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 (three) working days from the date on which the meeting is intended to be opened and may only postpone the meeting or change the meeting venue in the following cases:
 - a. The meeting venue does not have enough convenient seating for all participants;
 - b. The information media at the meeting venue does not ensure that shareholders attending the meeting participate, discuss and vote;

- c. Some participants obstruct or disrupt the order, risking that the meeting cannot be conducted fairly and legally.
- 9. In case the Chairman postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the Chairman who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.
- 10. In addition to organizing the General Meeting of Shareholders in the traditional form in accordance with the provisions of this Charter, the General Meeting of Shareholders may be held online depending on the decision of the convener of the General Meeting of Shareholders in each specific case.

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

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

Article 35. Form of approving the resolution of the General Meeting of Shareholders⁵⁴

- 1. The General Meeting of Shareholders may approve all matters under its jurisdiction by voting at the meeting or collecting opinions in writing, except for specific issues that must be approved at the Annual General Meeting of Shareholders specified in Clause 3, Article 27 of the Charter.
- 2. The competence and method of collecting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders shall comply with the provisions of Article 37 of the Charter.

Article 36. Conditions for the resolution of the General Meeting of Shareholders to be approved⁵⁵

- 1. A resolution on the following contents shall be approved if approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:
 - a. Change of Charter Capital, type of shares and total number of shares of each type;
 - b. Change of business lines, trades and fields;
 - c. Change the organizational and management structure of the Company specified in Article 25 of the Charter;
 - d. Investment projects or sale of assets belonging to investment projects with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;

⁵⁴ Article 147 of the LOE 2020

⁵⁵ Article 148 of the LOE 2020; Clause 5, Article 7 of the Law amending and supplementing the LOE

- e. Reorganization and dissolution of the Company;
 - f. Through contracts and transactions specified in Clause 3, Article 72 of the Charter.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.
 3. The voting to elect members of the Board of Directors and the Supervisory Board must be carried out by the method of cumulative voting, whereby:
 - a. Each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to put all or part of their total votes to one or several candidates;
 - b. Elected members of the Board of Directors or the Supervisory Board shall be determined according to the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members to be elected at each time;
 - c. In case there are 02 (two) or more candidates with the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the Election Regulation and/or according to the approval of the General Meeting of Shareholders in the on a case-by-case basis.
 4. In case of approval of a resolution in the form of written consultation, the resolution of the General Meeting of Shareholders shall be approved if the number of shareholders owning more than 50% of the total number of votes of all shareholders with the right to vote in favor of the resolution, except for the cases specified in Clauses 3 and 6 of this Article.
 5. The resolution of the General Meeting of Shareholders must be notified to the shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the resolution is passed. The submission of the resolution can be replaced by posting it on the Company's website within 24 (twenty-four) hours from the time of approval of the resolution of the General Meeting of Shareholders.
 6. The Resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by the number of preference shareholders of the same type attending the meeting owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.

Article 37. Competence and method of collecting shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders⁵⁶

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

⁵⁶ Article 149 of the LOE 2020

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when it deems it necessary for the benefit of the Company, except for the case specified in Clause 3, Article 27 of the Charter.
2. The Company must disclose information about the compilation of the list of shareholders to submit the opinion poll at least 10 (ten) days before the last registration date⁵⁷. The Board of Directors shall prepare the vote for opinions, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the vote for comments. The compilation of the list of shareholders to send the opinion poll shall comply with the provisions of Clause 1 and Clause 2, Article 29 of the Charter. The requirements and methods of sending the opinion poll and the enclosed documents shall comply with the provisions of Article 31 of the Charter.
3. The opinion poll must include the main contents specified in Clause 3, Article 149 of the Law on Enterprises.
4. Shareholders can send the reply to the Company by mail, fax, email or electronic voting according to the following regulations:
 - a. In case of sending a letter: The reply form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote is counted;
 - b. In case of sending fax or email: The opinion form sent to the Company must be kept confidential until the time of vote counting;
 - c. In case of sending comments through the electronic voting system: Comply with the regulations on electronic voting applied by the Company from time to time;
 - d. Opinion forms sent to the Company after the time limit specified in the content of the opinion form or have been opened in case of sending letters and disclosed in case of sending faxes and e-mails are invalid. Opinion poll votes that are not sent back are considered votes that do not participate in voting.
5. The Board of Directors shall organize the counting of votes and make a record of vote counting under the witness and supervision of the Supervisory Board or of shareholders who do not hold management positions of the Company. The vote counting record must include the main contents specified in Clause 5, Article 149 of the Law on Enterprises.
Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 (fifteen) days from the end of the vote counting. The sending of the vote counting minutes and resolutions can be replaced by posting them on the Company's website within 24 (twenty-four) hours from the time of the end of the vote count.

⁵⁷ Point a, Clause 4, Article 11 of Circular 96/2020/TT-BTC

7. The reply to the opinion poll, the vote counting record, the approved resolution and the relevant documents enclosed with the opinion poll must be kept at the Company's head office.
8. The resolution is passed in the form of collecting shareholders' opinions in writing, which is as valid as the resolution passed at the General Meeting of Shareholders.

Article 38. Minutes of the General Meeting of Shareholders⁵⁸

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or recorded and stored in other electronic forms. The record must be made in Vietnamese, may be additionally made in a foreign language and must include the main contents specified in Clause 1, Article 150 of the Law on Enterprises.
In case the Chairman or Secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the Chairman and Secretary refuse to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.
3. The chairperson and the secretary of the meeting or other persons signing the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.
4. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.
5. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 (fifteen) days from the end of the meeting. The sending of the minutes of the meeting can be replaced by posting on the Company's website within 24 (twenty-four) hours from the time of approval of the resolution of the General Meeting of Shareholders.
6. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the approved resolutions and relevant documents enclosed with the notice of invitation to the meeting must be kept at the head office of the Company.

Article 39. Request to cancel the resolution of the General Meeting of Shareholders⁵⁹

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

1. The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders seriously

⁵⁸ Article 150 of the LOE 2020

⁵⁹ Article 151 of the LOE 2020

violate the provisions of the Law on Enterprises and the Charter, except for the case specified in Clause 2, Article 40 of this Charter.

2. The content of the resolution violates the law or the Charter.

Article 40. Effect of the resolution of the General Meeting of Shareholders⁶⁰

1. The Resolution of the General Meeting of Shareholders takes effect from the date of adoption or from the effective date stated in such resolution.
2. The resolution of the General Meeting of Shareholders passed by 100% of the total number of voting shares is legal and effective even if the order and procedures for convening a meeting, collecting shareholders' opinions in writing and passing such resolution violate the provisions of the Law on Enterprises and the Charter.
3. In case a shareholder or group of shareholders requests the Court or the Arbitrator to annul the resolution of the General Meeting of Shareholders as prescribed in Article 39 of the Charter, such resolution shall remain effective until the decision to annul such resolution of the Court or Arbitrator takes effect. except for the case of application of provisional emergency measures under decisions of competent State agencies.

SECTION 2. BOARD OF DIRECTOR

Article 41. Rights and Obligations of the Board of Directors⁶¹

1. The Board of Directors is the management body of the Company, has the full right to decide on behalf of the Company and exercise the rights and obligations of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The Board of Directors has the following rights and obligations:
 - a. To decide on the Company's strategy, medium-term development plan and annual business plan;
 - b. Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
 - c. Decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
 - d. To decide on the selling price, share and bond redemption price of the Company;
 - e. To decide on the repurchase of not more than 10% of the total number of shares of each type sold within 12 (twelve) months in case of repurchase of shares under the Company's decision⁶²;
 - f. To decide on investment (including the plan to implement the investment project and the investment project) and sell the assets of the investment project with a value of less than 35% of the total value of assets recorded in the Company's latest financial statements, ensuring conformity with the Company's investment limits/restrictions as prescribed by law;
 - g. Decide on solutions for market development, marketing and technology;

⁶⁰ Article 152 of the LOE 2020

⁶¹ Article 153 of the LOE 2020

⁶² Clause 1, Article 133 of the LOE 2020

- h. Through contracts of purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements. This provision does not apply to contracts and transactions under the decision-making competence of the General Meeting of Shareholders in accordance with law and the Charter;
 - i. Elect, dismiss and dismiss the Chairman of the Board of Directors and Vice Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with respect to the General Director(s), Deputy General Director(s), Branch Director(s), Chief Financial Officer and Chief Accountant of the Company; decide on salaries, remuneration, bonuses and other benefits of the above-mentioned managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the level of remuneration and other benefits of such persons;
 - j. Supervise and direct the General Director and other managers in running the Company's daily business;
 - k. Decision on organizational structure, internal management regulations of the Company, decision on establishment of subsidiaries, branches, transaction offices, representative offices and capital contribution and purchase of shares of other enterprises;
 - l. To decide on the establishment of subcommittees under the Board of Directors to support and advise the Board of Directors in managing the Company and performing the functions and tasks of the Board of Directors;
 - m. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;
 - n. Submit audited annual financial statements to the General Meeting of Shareholders;
 - o. Propose the annual dividend to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;
 - p. Propose the reorganization and dissolution of the Company; request for bankruptcy of the Company;
 - q. Other rights and obligations as prescribed by law and the Charter (if any).
3. The Board of Directors also has the following responsibilities and obligations⁶³:
- a. To be responsible to shareholders for the Company's activities;
 - b. Treat all shareholders equally and respect the interests of persons with interests related to the Company;
 - c. To ensure that the Company's operations comply with the provisions of the law, the Charter and the Company's internal regulations;
 - d. Formulate the Regulation on operation of the Board of Directors and submit it to the General Meeting of Shareholders for approval and publish on the Company's website;

⁶³ Article 278 of Decree 155/2020/ND-CP

- e. Monitoring and preventing conflicts of interest of Board members, Supervisory Board members, General Directors and other managers, including misuse of Company assets and abuse of related party transactions;
 - f. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval in accordance with law;
 - g. Appointment of the Person in charge of the Company's administration;
 - h. Organize training and training on Corporate governance and necessary skills for members of the Board of Directors, General Directors and other managers of the Company;
 - i. Report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with law.
4. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collect opinions in writing or in other forms prescribed by the Charter. Each member of the Board of Directors has one vote.
 5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders or the Charter, causing damage to the Company, the members who approve such resolution or decision must jointly take personal responsibility for the resolution. such decision and must compensate the Company for damages; members who object to the approval of the above-mentioned resolutions and decisions are exempted from responsibility. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or cancel the above-mentioned resolutions and decisions.

Article 42. Term of office and number of members of the Board of Directors⁶⁴

1. The Board of Directors has from 03 (three) to 07 (seven) members. The General Meeting of Shareholders shall decide on the number of members of the Board of Directors in each term. The structure of the Board of Directors should ensure⁶⁵:
 - a. At least 1/3 (one-third) of the total number of members of the Board of Directors are non-executive members;
 - b. At least 01 (one) independent member in case the Company has the number of members of the Board of Directors from 03 (three) to 05 (five) members or at least 02 (two) independent members in case the Company has the number of members of the Board of Directors from 06 (six) to 07 (seven) members.
2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years; may be re-elected for an unlimited number of terms, except for the case where an individual is only elected as an independent member of the Board of Directors for no more than 02 (two) consecutive terms.
3. In the event that all members of the Board of Directors end their term of office at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

⁶⁴ Article 154 of the LOE 2020

⁶⁵ Article 276 of Decree 155/2020/ND-CP

4. In case a member is elected to supplement or replace a member who is dismissed or dismissed from office during the term of office, the term of office of such member is the remaining term of the Board of Directors.

Article 43. Criteria and conditions for being a member of the Board of Directors⁶⁶

1. Members of the Board of Directors must meet the following criteria and conditions:
 - a. Having full civil act capacity, not being subject to the establishment and management of enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Having professional qualifications and experience in business administration or in the Company's business fields, lines and lines and not necessarily being a shareholder of the Company;
 - c. Members of the Board of Directors of the Company must not be concurrently members of the Board of Directors, members of the Board of Members, General Directors/Directors of other securities companies⁶⁷;
 - d. A member of the Board of Directors of the Company may only be a member of the Board of Directors at a maximum of 05 (five) other companies⁶⁸.
2. A non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Branch Manager, Chief Financial Officer and Chief Accountant of the Company⁶⁹.
3. Independent members of the Board of Directors must meet the following criteria and conditions:
 - a. Not be a person who is working for the Company, its parent company or its subsidiaries; not be a person who has worked for the Company, its parent company or its subsidiaries for at least 3 (three) consecutive years;
 - b. Not being a person who is receiving salaries and remuneration from the Company, except for allowances to which members of the Board of Directors are entitled as prescribed;
 - c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the Company; be a manager of the Company or its subsidiaries;
 - d. Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
 - e. Not being a person who has been a member of the Board of Directors or the Supervisory Board of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;
 - f. Other standards and conditions as prescribed by law (if any).
4. Non-executive members of the Board of Directors and independent members of the Board of Directors must notify the Board of Directors that they no longer fully meet the

⁶⁶ Article 155 of the LOE 2020

⁶⁷ Clause 1, Article 8 of Circular 121/2020/TT-BTC

⁶⁸ Clause 3, Article 275 of Decree 155/2020/ND-CP

⁶⁹ Clause 56, Article 3 of Decree 155/2020/ND-CP

conditions specified in Clause 2 and Clause 3 of this Article and are no longer members of the Non-Executive Board of Directors. independent members of the Board of Directors from the date of not meeting all conditions. The Board of Directors must notify the non-executive members of the Board of Directors or independent members of the Board of Directors who no longer meet the conditions at the nearest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect additional or replacement members of the Board of Directors within 06 (six) months from the date of receive a notice from a non-executive board member, an independent member of the board of directors concerned.

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

Article 44. Candidacy and nomination of members of the Board of Directors⁷⁰

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders or the date on which the opinion form must be sent back in case of collecting shareholders' opinions in writing on the Company's website for shareholders. It is possible to learn about these candidates before voting. The candidate must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing his duties honestly, prudently and in the best interest of the Company if elected as a member of the Board of Directors. Information related to the announced candidate must include the following information at least the following:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work process;
- d. Other managerial titles (including the title of the Board of Directors of other companies);
- e. Benefits related to the Company and its related parties (if any).

The Company shall be responsible for disclosing information about the companies in which the candidate holds the position of 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. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares as prescribed in Clause 5, Article 12 of the Charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Election Regulation and/or as approved by the General Meeting of Shareholders in each specific case.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient for the number of members of the Board of Directors to be voted on, the incumbent Board of Directors shall introduce additional candidates or nominating organizations in accordance with the Charter and Internal Regulations on Corporate Governance. The introduction of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

⁷⁰ Article 274 of Decree 155/2020/ND-CP

Article 45. Rights and obligations of members of the Board of Directors⁷¹

1. Members of the Board of Directors have full rights in accordance with the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Charter, including the right to provide information and documents on the financial situation and business activities of the Company and of units in the Company. The right to provide information of members of the Board of Directors shall be exercised as follows⁷²:
 - a. Members of the Board of Directors have the right to request members of the Board of Directors and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units in the Company;
 - b. Managers are required to provide timely, complete and accurate information and documents at the request of members of the Board of Directors.
2. Members of the Board of Directors are responsible for the provisions of the Law on Enterprises, the Law on Securities, relevant laws and the Charter, in addition to ensuring the following responsibilities:
 - a. Perform their duties honestly and carefully for the highest interests of shareholders and the Company;
 - b. Fully attend meetings of the Board of Directors and have opinions on issues discussed;
 - c. Timely and complete reporting to the Board of Directors on the remuneration they receive from subsidiaries, affiliates and other organizations;
 - d. Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries and companies under the control of more than 50% of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and a company in which a member of the Board of Directors is a founding member or business manager in the last 03 (three) years prior to the time of transaction;
 - e. Disclose information when trading the Company's shares in accordance with the law.
3. An independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors⁷³.

Article 46. Chairman of the Board of Directors⁷⁴

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office among the members of the Board of Directors. The Board of Directors shall elect 01 (one) member of the Board of Directors as the Chairman of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently be the General Director of the Company⁷⁵.
3. The Chairman of the Board of Directors has the following rights and obligations:

⁷¹ Article 277 of Decree 155/2020/ND-CP

⁷² Article 159 of the LOE 2020

⁷³ Clause 3, Article 277 of Decree 155/2020/ND-CP

⁷⁴ Article 156 of the LOE 2020

⁷⁵ Clause 2, Article 275 of Decree 155/2020/ND-CP

- a. Formulate programs and plans for activities of the Board of Directors;
 - b. Prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;
 - c. Organizing the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - e. Chairman of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by law and the Charter (if any).
4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing 01 (one) other member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, missing, detained, serving imprisonment sentences, serving administrative-handling measures at compulsory detoxification establishments, compulsory education establishments, escaping from their places of residence, having restricted or lost their civil act capacity, having difficulties in cognition and control of their acts, if the Court is banned from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect 01 (one) person from among the members holding the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.
 5. When deeming it necessary, the Board of Directors shall decide to appoint the Company Secretary. The Company Secretary has the following rights and obligations:
 - a. Supporting the organization of convening 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. Supporting the Board of Directors in applying and implementing the Company's governance principles;
 - d. Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; comply with the obligation to provide information, publicize information and administrative procedures;
 - e. Other rights and obligations as assigned by the Board of Directors from time to time in accordance with the provisions of law and the Charter (if any).

Article 47. Board Meeting⁷⁶

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall elect on the principle of majority to elect 01 (one) person from them to convene a meeting of the Board of Directors.

⁷⁶ Article 157 of the LOE 2020 and Clause 1, Article 279 of Decree 155/2020/ND-CP

2. The Board of Directors meets at least once a quarter and may hold extraordinary meetings in accordance with the order and procedures specified in the Charter and Internal Regulations on Corporate governance. The organization of the Board of Directors meeting, the meeting agenda and related documents shall be notified in advance to the members of the Board of Directors within the time limit prescribed by law and the Charter. The Board of Directors meets at the Company's head office or elsewhere at the decision of the majority of the members of the Board of Directors. The meeting place of the Board of Directors is the place where the Chairman of the meeting is present. Board meetings may be held as online conferences between Board members when all or some members are in different locations.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b. At the request of the General Director or at least 05 (five) other managers;
 - c. At the request of at least 02 (two) members of the Board of Directors;
 - d. Other cases as prescribed by the Charter (if any).
4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damages caused to the Company due to the failure to convene a meeting of the Board of Directors as prescribed in this Article; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 (three) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. Enclosed with the notice of invitation to the meeting must be documents used at the meeting and voting papers of members.

Notice of invitation to a meeting may be sent by invitation, telephone, fax, electronic means or other means, provided that the contact address of each member of the Board of Directors registered with the Company is reached.
7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and accompanying documents to the Controllers as for the members of the Board.

The Controller has the right to attend meetings of the Board of Directors; have the right to discuss but not vote.
8. A meeting of the Board of Directors shall be conducted when 3/4 (three-quarters) or more of the total number of members attend the meeting. In case the meeting is convened under the provisions of this Clause and the number of members attending the meeting is not enough as prescribed, the second meeting shall be convened within 07 (seven) days from the scheduled date of the first meeting. In this case, the meeting shall

be conducted if more than 1/2 (one-half) of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:
 - a. Attend and vote directly at the meeting;
 - b. Authorizing other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
 - c. Attend and vote through online conference, electronic voting or other electronic forms;
 - d. Send the ballot to the meeting by mail, fax, email.
10. In case of sending the ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening of the meeting. Ballots are only opened in the presence of all attendees. In case of sending the ballot to the meeting by fax or email, the ballot must be sent to the Chairman of the Board of Directors and must be kept confidential until the time of voting.
11. Members of the Board of Directors must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be approved if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

Article 48. Board Meeting Minutes⁷⁷

1. Board meetings must be recorded in minutes and may be recorded, recorded, and stored in other electronic form. The minutes must be made in Vietnamese and can be made in foreign languages, including the main contents specified in Clause 1, Article 158 of the Law on Enterprises. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.
2. In case the Chairman or the person taking the minutes refuses to sign the minutes of the meeting, if all other members of the Board of Directors attend and agree to approve the minutes of the meeting and have all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1, Article 158 of the Law on Enterprises, this record shall take effect. The minutes of the meeting clearly state that the chairman and the person recording the minutes refuse to sign the minutes of the meeting. The signatory of the minutes of the meeting is jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The chairman and the person recording the minutes shall be personally responsible for the damage caused to the Company due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Law on Enterprises, Charter and relevant provisions of law⁷⁸.

⁷⁷ Article 158 of the LOE 2020 and Clause 2 of Article 279 of Decree 155/2020/ND-CP

⁷⁸ Clause 6, Article 7 of the Law amending and supplementing the LOE

3. The minutes of the meeting of the Board of Directors must be made in detail and clearly, fully expressing the content of the meeting. In case of necessity at the discretion of the Board of Directors, the contents of a meeting of the Board of Directors may be made into several minutes provided that all minutes must fully reflect the entire content of that meeting. The chairperson, the record holder and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the Board of Directors meeting.
4. The contents approved by the majority of members attending the meeting in the minutes of the meeting of the Board of Directors must be made into a Resolution for approval⁷⁹. The minutes of the Board of Directors meeting and the documents used in the meeting must be kept at the Company's head office.

Article 49. Dismissal, dismissal, replacement and addition of members of the Board of Directors⁸⁰

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

⁷⁹ Clause 2, Article 279 of Decree 155/2020/ND-CP

⁸⁰ Article 160 of the LOE 2020

5. The election, dismissal and dismissal of members of the Board of Directors must be disclosed in accordance with the law on securities.

Article 50. Remuneration, bonuses and other benefits of Board members⁸¹

1. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration and rewards for their work as members of the Board. The Board of Directors estimates the level of remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual Meeting.
2. Members of the Board of Directors have the right to be required to pay for travel, meals, accommodation and other reasonable expenses when performing their assigned tasks.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be reflected 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 51. Subcommittees of the Board⁸²

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, personnel, remuneration, internal audit, risk management and/or support and advise the Board of Directors in the governance of the Company and perform the functions and tasks of the Board of Directors. The Board of Directors shall decide on the structure, tasks, powers, obligations, operating budget and personnel of the sub-committees under the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only take effect when a majority of members attend and vote for approval at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must be in accordance with the provisions of law, the Charter, the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors.

Article 52. Person in charge of Corporate Administration⁸³

1. The Board of Directors must appoint/recruit at least 01 (one) person to be the Person in charge of corporate governance to support the corporate governance at the Company. The person in charge of the Company's administration may concurrently serve as the Company's Secretary as prescribed in Clause 5, Article 46 of the Charter. The person in charge of the Company's administration undertakes and performs the work until the new Board of Directors appoints/recruits another person to replace and/or is dismissed, dismissed, or replaced according to the resolution of the Board of Directors in accordance with the labor contract signed with the Company.
2. The person in charge of the Company's administration must not simultaneously work for an approved auditing organization that is auditing the Company's financial statements.

⁸¹ Article 163 of the LOE 2020

⁸² Article 31 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

⁸³ Article 281 of Decree 155/2020/NĐ-CP

3. The person in charge of the Company's administration has the following rights and obligations:
- a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with the law and related affairs between the Company and shareholders;
 - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c. Advising on the procedures of meetings;
 - d. Attend meetings;
 - e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - f. Provide financial information, copies of the minutes of the Board of Directors meeting and other information to members of the Board of Directors and members of the Supervisory Board;
 - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. To act as a point of contact with relevant interested parties;
 - i. Confidentiality of information in accordance with the provisions of law and the Charter;
 - j. Other rights and obligations as prescribed by law and the Charter (if any).

Article 53. Internal Audit Department under the Board of Directors⁸⁴

1. The Internal Audit Department under the Board of Directors established by the Board of Directors must ensure the performance of the following functions and tasks:
- a. Independent assessment of conformity and compliance with legal policies, Charter, decisions of the General Meeting of Shareholders and the Board of Directors;
 - b. Inspect, review and evaluate the adequacy, efficiency and effectiveness of the internal control system under the Board of Directors in order to improve this system;
 - c. Assess the compliance of business operations with internal policies and procedures;
 - d. Advising on the establishment of internal policies and procedures;
 - e. Assess the compliance with the provisions of the law, control measures to ensure asset safety;
 - f. Internal audit evaluation through financial information, through business processes;
 - g. Evaluate the process of identifying, assessing and managing business risks;
 - h. Evaluate the effectiveness of activities;

⁸⁴ Clauses 2, 3 and 4, Article 9 of Circular 121/2020/TT-BTC

- i. Assess compliance with contractual commitments;
 - j. Control the information technology system;
 - k. Investigating violations within the Company;
 - l. Perform internal audits of the Company and its subsidiaries (if any);
 - m. Other functions and tasks as prescribed by law and the Charter (if any).
2. Internal audit activities must ensure the principles of independence, objectivity, honesty and confidentiality in accordance with relevant laws.
3. The personnel of the Internal Audit Department must meet the following standards:
- a. Not being a person who has been sanctioned at a fine level or more for violations in the field of securities, banking or insurance within the last 05 (five) years up to the year of appointment;
 - b. The Head of the Internal Audit Department must be a person with professional qualifications in law, accounting and auditing; have sufficient experience, prestige and competence to effectively perform the assigned tasks;
 - c. Not being a person related to the heads of professional departments, professional performers, General Director, Deputy General Director(s) and Branch Director(s) in the Company;
 - d. Having a professional certificate on basic issues related to securities and securities market or a securities practice certificate and a professional certificate in law on securities and securities market;
 - e. Do not concurrently hold other jobs in the Company.

Article 54. Risk Management⁸⁵

1. The Board of Directors must build a risk management system according to the following principles:
- a. The minimum risk management organizational system must stipulate the following contents:
 - (i) Responsibilities of the Board of Directors in risk management;
 - (ii) Responsibilities of the General Director, the Supervisory Board, the Internal Audit and the internal control system in risk management;
 - (iii) Responsibilities of the Risk Management Department and the heads of the professional departments in risk management;
 - (iv) A clear and transparent risk management strategy is reflected in the long-term risk policy and in each specific period approved by the Board of Directors;
 - (v) The implementation plan adopts full policies and processes;
 - (vi) The management, inspection and regular review of the General Director;
 - (vii) Promulgate and fully implement risk management policies and processes and risk limits, establish appropriate risk management information activities.

⁸⁵ Article 11 of Circular 121/2020/TT-BTC

- b. The established risk management system must ensure that the Company is able to identify risks, measure risks, monitor risks, report risks and effectively handle material risks while fully meeting its compliance obligations at all times.
 - c. The risk management system must be built to ensure that risk management is carried out independently, objectively, honestly and consistently.
 - d. The established risk management system must ensure that the professional departments and the risk management department are organized separately and independently from each other and the person in charge of the professional department is not in charge of the risk management department at the same time and vice versa.
- 2. The internal process and regulations on risk management in the Company must ensure the following principles:
 - a. The risk management system in the Company must be operated based on written internal processes and regulations.
 - b. Internal processes and regulations must be clearly presented so that all relevant individuals understand their duties and responsibilities and can describe in detail the relevant risk management processes and regulations. The Company must regularly review and update these internal processes and regulations.
 - c. Internal processes and regulations must ensure that the State management agency, Internal Audit, Internal Control, and Supervisory Board understand the Company's risk management activities.
 - d. Internal processes and regulations on risk management must contain at least the following contents:
 - (i) Organizational structure and description of functions, tasks, mechanism for decentralization of decision-making authority and responsibilities;
 - (ii) Risk policies, risk limits, risk identification processes, risk measurement, risk monitoring, risk information exchange reports and risk handling;
 - (iii) The rules must ensure the obligation to comply with the provisions of the law.
- 3. The Company must build a risk management process system including the following contents: risk identification, risk measurement, risk monitoring, risk monitoring and risk handling.
- 4. Develop a contingency plan:
 - a. The Company must develop a contingency plan for emergency situations that occur to ensure the continuity of the Company's business activities.
 - b. The General Director is responsible for formulating and regularly reviewing contingency plans. The contingency plan must be approved by the Board of Directors.
- 5. Principles for archiving dossiers and documents:
 - g. All records, documents, reports, meeting minutes, resolutions of the Board of Directors, risk reports, decisions of the General Director and other documents related to risk management must be fully archived and ready to be provided to State management agencies upon request.

- h. The time for archiving documents specified at Point a, Clause 5 of this Article shall comply with law.

SECTION 3. SUPERVISORY BOARD

Article 55. Rights and obligations of the Supervisory Board

1. The Supervisory Board has the following rights and obligations⁸⁶:
 - a. Supervise the Company's financial situation, supervise the Board of Directors, General Director, other managers in the management and administration of the Company and the compliance with the law in operation, management and administration; take responsibility to shareholders for their supervisory activities;
 - b. Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; systematic, consistent and appropriate of accounting, statistics and financial reporting;
 - c. To appraise the completeness, legality and truthfulness of the Company's business reports, annual and semi-annual financial statements, reports on the evaluation of the management of the Board of Directors and to submit the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with relevant persons under the approving competence of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring the approval of the Board of Directors or the General Meeting of Shareholders;
 - d. Review, examine and evaluate the effectiveness and effectiveness of the internal control system, internal audit, risk management and early warning for the Company;
 - e. To review the Company's accounting books, accounting records and other documents, the management and administration of the Company's activities when deeming it necessary or according to the resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter;
 - f. Upon request of shareholders or groups of shareholders specified in Clause 2, Article 12 of the Charter, the Supervisory Board must carry out the inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the end of the inspection, the Supervisory Board must make an explanatory report on the issues requested for inspection to the Board of Directors and the shareholders or groups of shareholders that request it. The inspection of the Supervisory Board specified in this Clause must not interfere with the normal operation of the Board of Directors, do not disrupt the business operation of the Company;
 - g. To propose the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement and improve the organizational structure of management, supervision and administration of the Company's business activities. Ensure coordination with the Board of Directors, General Director and shareholders of the Company;

⁸⁶ Article 170 of the LOE 2020 and Article 288 of Decree 155/2020/ND-CP

- h. When detecting that any member of the Board of Directors, the General Director and other executives of the Company violates the law and the Charter, the Supervisory Board must notify in writing to the Board of Directors within 48 (forty-eight) hours from the time of detecting the violation. request violators to terminate their violations and take remedial measures;

When detecting that a member of the Board of Directors or the Board of Directors violates the law or the Charter, leading to infringement of the rights and interests of the Company, shareholders or customers, the Supervisory Board is responsible for requesting the violator to explain within a certain time limit and/or convene the General Meeting of Shareholders for settlement. For violations the Supervisory Board must report in writing to the State Securities Commission within 07 (seven) working days from the date of detection of the violation⁸⁷;
 - i. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
 - j. Using independent consultants, the Company's Internal Audit Department to perform assigned tasks;
 - k. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 - l. Propose and propose the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Company's financial statements; decide on the approved audit organization to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
 - m. Formulate the Operation Regulation and Control Process of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;
 - n. At the Annual General Meeting of Shareholders, report on the Company's business results, operating results of the Board of Directors, General Director and self-assessment report on the performance of the Supervisory Board and Controllers in accordance with the law and the Charter;
 - o. Other rights and obligations as prescribed by law and the Charter (if any).
2. In addition to the rights and obligations of members of the Control Board, the Head of the Control Board has the following rights and obligations⁸⁸:
- a. Convene meetings of the Supervisory Board;
 - b. Request members of the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;
 - c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Article 56. Term and number of members of the Supervisory Board⁸⁹

⁸⁷ Point d, Clause 1, Article 9 of Circular 121/2020/TT-BTC

⁸⁸ Clause 2, Article 38 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

⁸⁹ Article 168 of the LOE 2020

1. The Supervisory Board shall have from 03 (three) to 05 (five) Controllers, the term of office of the Controller shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms. The General Meeting of Shareholders shall decide on the number of members of the Supervisory Board in each term.
2. The Head of the Supervisory Board is elected by the Supervisory Board from among the Controllers on the principle of majority. The rights and obligations of the Head of the Control Board are specified in Clause 2, Article 55 of this Regulation. The Supervisory Board must have more than half of the Controllers permanently residing in Vietnam.
3. In case the Controller has the same term of office at the end of the term but the Controller of the new term has not been elected, the Controller who has completed the term of office shall continue to exercise his rights and obligations until the Controller of the new term is elected and accepts the task.
4. In case a Controller is elected to supplement or replace the dismissed or dismissed Controller during the term of office, the term of office of such Controller is the remaining term of the term of office of the Control Board.

Article 57. Criteria and conditions for being a member of the Supervisory Board⁹⁰

1. Members of the Control Board must meet the following criteria and conditions:
 - a. Having full civil act capacity and not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
 - c. Not be a person who has a family relationship of a member of the Board of Directors, the General Director and other managers;
 - d. Not be a manager of the Company; not necessarily a shareholder or employee of the Company;
 - e. Not falling into the following cases⁹¹:
 - (i) Working in the accounting and finance department of the Company;
 - (ii) Being a member or employee of an auditing organization that is approved to audit the Company's financial statements in the preceding 03 (three) consecutive years.
 - f. Other criteria and conditions as prescribed by law and the Charter (if any).
2. In addition to the standards and conditions specified in Clause 1 For this, the Head of the Control Board must additionally meet the following criteria and conditions:
 - a. Having a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the Company's business activities⁹²;

⁹⁰ Article 169 of the LOE 2020

⁹¹ Clause 2, Article 286 of Decree 155/2020/ND-CP

⁹² Clause 3, Article 286 of Decree 155/2020/ND-CP

- b. Must not be concurrently a member of the Supervisory Board or a manager of another securities company⁹³.

Article 58. Candidacy, nomination and election of members of the Supervisory Board⁹⁴

1. The candidacy and nomination of members of the Control Board shall be carried out similarly as prescribed in Clause 1 and Clause 2, Article 44 of the Charter.
2. In case the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient for the number of members of the Supervisory Board to be voted on, the incumbent Supervisory Board may nominate additional candidates or nominating organizations in accordance with the provisions of the Charter and Internal Regulations on Corporate Governance.
3. The election of members of the Control Board shall be carried out by the same method of accumulating votes as specified in Clause 3, Article 36 of the Charter⁹⁵.

Article 59. Rights and obligations of members of the Supervisory Board⁹⁶

1. Members of the Supervisory Board have full rights in accordance with the provisions of the Law on Enterprises, relevant laws and the Charter, including the right to access information and documents related to the Company's operation. The right to be provided with information of the Supervisory Board is exercised as follows⁹⁷:
 - a. Documents and information must be sent to the Controller at the same time and in the same manner as for members of the Board of Directors, including: (i) notice of invitation to the meeting, a ballot for members of the Board of Directors and accompanying documents; (ii) resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors; (iii) the report of the General Director to the Board of Directors or other document issued by the Company;
 - b. The Controller has the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to visit the working places of the Company's managers and employees during working hours;
 - c. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide adequate, accurate and timely information and documents on the management, administration and business activities of the Company at the request of the Controller or the Control Board.
2. The Controller shall have the following responsibilities:
 - a. Comply with the provisions of law, Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising assigned rights and obligations;
 - b. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the maximum legitimate interests of the Company;

⁹³ Point a, Clause 1, Article 9 of Circular 121/2020/TT-BTC

⁹⁴ Article 285 of Decree 155/2020/ND-CP

⁹⁵ Clause 3, Article 148 of the 2020 LOE

⁹⁶ Article 173 of the LOE 2020 and Article 287 of Decree 155/2020/ND-CP

⁹⁷ Article 171 of the LOE 2020

- c. Loyal to the interests of the Company and shareholders; do not abuse their position and use information, know-how, business opportunities, and other assets of the Company for self-interest or to serve the interests of other organizations and individuals;
 - d. Other obligations as prescribed by relevant laws and the Charter (if any).
3. In case of violation specified in Clause 2 of this Article which causes damage to the Company or other persons, the Controller shall be personally or jointly responsible for such damage. Income and other benefits obtained by the Controller as a result of the violation shall be reimbursed to the Company.
 4. In case of detecting any violation by the Controller in the exercise of his/her assigned rights and obligations, he/she must notify in writing to the Control Board; request the violators to stop the violations and remedy the consequences.

Article 60. Supervisory Board Meeting⁹⁸

1. The Control Board must meet at least 02 (two) times in a year, the number of members attending the meeting is at least 2/3 (two-thirds) of the members of the Control Board. The minutes of the meeting of the Supervisory Board are made in detail and clearly. The person taking the minutes and the members of the Control Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Supervisory Board must be kept in order to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the auditing organization to be approved to attend and answer issues that need to be clarified.

Article 61. Dismissal and dismissal of Controllers⁹⁹

1. The General Meeting of Shareholders dismisses the Controller in the following cases:
 - a. No longer meets the qualifications and conditions for being a Controller as prescribed in Article 57 of the Charter;
 - b. Have a letter of resignation and be approved;
 - c. Other cases as prescribed by the Charter (if any).
2. The General Meeting of Shareholders dismisses the Controller in the following cases:
 - a. Failing to complete assigned tasks and jobs;
 - b. Failing to perform his/her rights and obligations for 06 (six) consecutive months, except for force majeure cases;
 - c. Seriously violating or repeatedly violating the obligations of the Controller in accordance with the provisions of law and the Charter;
 - d. Other cases according to the resolution of the General Meeting of Shareholders.

Article 62. Salary, remuneration, bonuses and other benefits of the Controller¹⁰⁰

⁹⁸ Article 289 of Decree 155/2020/ND-CP

⁹⁹ Article 174 of the LOE 2020

¹⁰⁰ Article 172 of the LOE 2020

The salaries, remunerations, bonuses and other benefits of the Controller shall comply with the following provisions:

1. The Controller shall be paid salaries, remunerations, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonus, other benefits and annual operating budget of the Supervisory Board.
2. Controllers are paid for meals, accommodation, travel, and expenses for using independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and relevant laws and must be made into a separate section in the Company's annual financial statements.

SECTION 4. GENERAL MANAGER AND OTHER EXECUTIVES

Article 63. Organization of the management apparatus¹⁰¹

1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business.
2. The Board of Directors of the Company consists of 01 (one) General Director and Deputy General Director(s) (if any).
3. The Board of Directors of the Company must formulate the working regulations of the Board of Directors and must be approved by the Board of Directors. Working regulations must contain at least the following basic contents¹⁰²:
 - a. Specific responsibilities and tasks of members of the Board of General Directors;
 - b. Stipulating the order and procedures for organizing and participating in meetings of the Board of Directors;
 - c. Reporting responsibilities of the Board of Directors to the Board of Directors and the Control Board.

Article 64. Other Operators¹⁰³

1. At the request of the General Director and with the approval of the Board of Directors, the Company may appoint and recruit the Deputy General Director(s), Branch Director(s), Chief Financial Officer and Chief Accountant with the number, criteria and conditions in accordance with the provisions of law. The Company's internal governance regulations are in accordance with the Company's organizational structure approved by the Board of Directors. The Company's executives are responsible for

¹⁰¹ Article 33 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹⁰² Clause 4, Article 10 of Circular 121/2020/TT-BTC

¹⁰³ Article 34 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

supporting the Company's activities and organization in order to achieve the set objectives.

2. The Company pays the salaries of the Company's executives in accordance with the decision of the Board of Directors. The salaries of the Company's executives are included in the Company's business expenses in accordance with the provisions of the law on corporate income tax and must be expressed in a separate section of the Company's annual financial statements. must report to the General Meeting of Shareholders at the annual meeting.

Article 65. Criteria and conditions for being a General Director¹⁰⁴

1. The Company has 01 (one) General Director. The Board of Directors appoints a member of the Board of Directors or hires another person to be the General Director. The term of office of the General Director shall not exceed 05 (five) years and may be reappointed for an unlimited number of terms.
2. The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. Criteria and conditions of the General Director¹⁰⁵:
 - a. Having full civil act capacity and not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;
 - b. Not being examined for penal liability or serving a prison sentence or banned from practicing securities as prescribed by law;
 - c. Have at least 02 (two) years of working experience in the professional departments of organizations in the fields of finance, securities, banking, insurance or in the finance, accounting and investment departments in other enterprises;
 - d. Having a financial analysis practice certificate or a fund management practice certificate;
 - e. Not be administratively sanctioned in the field of securities and securities market within the time limit prescribed by law;
 - f. Not to work for securities companies, fund management companies or other enterprises at the same time;
 - g. Must not be a member of the Board of Directors, member of the Board of members of another securities company;
 - h. Other standards and conditions as prescribed by law (if any).

Article 66. Rights and obligations of the General Director¹⁰⁶

1. The General Director has the following rights and obligations:
 - a. To decide on matters relating to the day-to-day business of the Company that are not under the authority of the Board of Directors;

¹⁰⁴ Clause 1 and Clause 2 Article 162 of the LOE 2020

¹⁰⁵ Clause 5, Article 74 of LCK 2019 and Clause 2, Article 10 of Circular 121/2020/TT-BTC

¹⁰⁶ Clause 3, Clause 4, Article 162 of the LOE 2020 and Clause 4, Article 35 of the model charter applicable to public companies issued together with Circular 116/2020/TT-BTC

- b. Decide on contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of less than 35% of the total value of assets recorded in the Company's latest financial statements;
 - c. Deciding on contracts, ordinary investment transactions, related to the Company's daily business (not the plan to implement the investment project and the investment project under the approval of the General Meeting of Shareholders or the Board of Directors) or the sale of ordinary assets, in connection with the Company's day-to-day business (other than assets belonging to an investment project under the approval of the General Meeting of Shareholders or the Board of Directors) with a value of less than 35% of the total value of assets recorded in the Company's latest financial statements, ensure conformity with the Company's investment limits/restrictions as prescribed by law;
 - d. Organizing the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
 - e. Organize the implementation of the Company's business plan and investment plan;
 - f. Propose the organizational structure plan and internal management regulations of the Company;
 - g. Recruitment; appointment, dismissal and dismissal of managerial and executive positions in the Company, except for the titles of Deputy General Director, Branch Director, Chief Financial Officer and Chief Accountant under the competence of the Board of Directors;
 - h. To decide on salaries and other benefits for employees in the Company, including managers and executives under the appointing authority of the General Director;
 - i. Propose a plan to pay dividends or handle losses in business;
 - j. Other rights and obligations as prescribed by law, the Charter and resolutions and decisions of the Board of Directors (if any).
2. The General Director must administer the Company's daily business in accordance with the provisions of law, the Charter, the labor contract signed with the Company and the resolutions of the General Meeting of Shareholders and the Board of Directors.

Article 67. Internal Control Department under the Board of Directors¹⁰⁷

- 1. The Company must establish an Internal Control Department under the Board of Directors. The internal control system includes the apparatus, independent and dedicated personnel, internal processes and regulations applicable to all positions, units, departments and activities of the Company in order to ensure the objectives:
 - a. The Company's activities comply with the provisions of the Securities Law and relevant laws;
 - b. Ensuring customer rights;
 - c. The Company's operations are safe and efficient; protecting, managing and using assets and resources safely and effectively;

¹⁰⁷ Article 12 of Circular 121/2020/TT-BTC

- d. The financial information system and management information are honest, reasonable, complete and timely; honesty in the preparation of the Company's financial statements.
2. The Internal Control Department under the Board of Directors is responsible for controlling the compliance with:
- a. Inspect and supervise the compliance with the provisions of law, the Charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, regulations, professional processes, risk management processes of the Company, relevant departments and securities practitioners in the Company;
 - b. Supervise the implementation of internal regulations, activities with potential conflicts of interest within the Company, especially for the Company's own business activities and personal transactions of the Company's employees; supervise the implementation of responsibilities of officers and employees in the Company, enforce the responsibilities of partners for authorized activities;
 - c. Examining the content and supervising the implementation of the rules of professional ethics;
 - d. Supervising the calculation and compliance with regulations on ensuring financial prudential safety;
 - e. Segregation of clients' assets;
 - f. Preservation and preservation of customers' assets;
 - g. Control the compliance with the provisions of the law on prevention and combat of money laundering;
 - h. Other contents according to the tasks assigned by the General Director.
3. Internal Control Personnel Requirements:
- a. Arrange at least 01 (one) employee to act as a compliance controller;
 - b. The head of the Internal Control Division must be a person with professional qualifications in law, accounting and auditing; have sufficient experience, prestige and competence to effectively perform the assigned tasks;
 - c. Not being a person related to the heads of professional departments, professional performers, General Director, Deputy General Director(s), Branch Director(s) in the Company;
 - d. Having a professional certificate on basic issues related to securities and securities market or a securities practice certificate and a professional certificate in law on securities and securities market;
 - e. Do not concurrently hold other jobs in the Company.

CHAPTER VI. PREVENTING CONFLICTS OF INTEREST

Article 68. Honest responsibility and avoidance of conflicts of interest of the Company's managers¹⁰⁸

¹⁰⁸ Article 291 of Decree 155/2020/ND-CP

1. Members of the Board of Directors, members of the Supervisory Board, General Directors and other managers must publicize relevant interests in accordance with the provisions of the Law on Enterprises and relevant laws.
2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these subjects may only use the information obtained from their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries and companies under the control of more than 50% of the charter capital with such entities or related persons of such entities as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the law on information disclosure.
4. A member of the Board of Directors may not vote on a transaction that benefits that member or a related person of that member in accordance with the provisions of the Law on Enterprises and the Charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities are not allowed to use or disclose to others inside information to carry out relevant transactions.
6. In addition to the above-mentioned responsibilities, members of the Board of Directors, members of the Control Board and the General Director shall report to the Board of Directors and the Control Board in the following cases¹⁰⁹:
 - i. Transactions between the Company and companies in which the above subjects are founding members or business managers in the last 03 (three) years prior to the time of transaction;
 - j. Transactions between the Company and the company in which the relevant persons of the above subjects are members of the Board of Directors, General Director/Director or major shareholders.

Article 69. Disclosure of related benefits¹¹⁰

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

1. The Company must gather and update the list of related persons of the Company in accordance with the provisions of Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities and their respective contracts and transactions with the Company.
2. Members of the Board of Directors, Controllers, General Directors and other managers of the Company must declare to the Company their related interests in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.
3. The declaration specified in Clause 2 of this Article must be made within 07 (seven) working days from the date of arising related benefits; the amendment and

¹⁰⁹ Article 299 of Decree 155/2020/ND-CP

¹¹⁰ Article 164 of the LOE 2020

supplementation must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment and supplementation.

4. The keeping, publicizing, considering, extracting and copying the list of related persons and related interests declared in Clause 1 and Clause 2 of this Article shall be carried out as follows:
 - a. The company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;
 - b. The list of related persons and related interests shall be kept at the Company's head office; in case of necessity, part or all of the contents of the above list may be kept at the Company's branch(s);
 - c. Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Supervisory Board, the General Director and other managers have the right to consider, extract and copy part or all of the contents declared at the Company's head office during working hours;
 - d. The Company must create conditions for the persons specified in Point c of this Clause to access, view, extract and copy the list of related persons of the Company and other contents in the fastest and most convenient way; must not prevent or make it difficult for them to exercise this right. The order and procedures for considering, extracting and copying the contents of declaration of related persons and related interests shall be carried out as follows:
 - (i) The person requesting the review, extraction and copying of the declaration of related persons and related interests shall send a written request to the Company at least 05 (five) working days before the expected date of review, extraction and copying;
 - (ii) The Company only provides the original or electronic data set of the content that is requested to be reviewed, extracted and reproduced at the Company's head office. The review, extraction and copying of these contents must be carried out in the presence of at least 01 (one) employee of the Company assigned by the manager;
 - (iii) The Company shall not send originals, copies, electronic data sets or in any form of information and data to the requester for review, extract and copy by any means, whether by courier, fax or email;
 - (iv) In case the above-mentioned person has the right to request authorizes another person to consider, extract and copy the contents of the declaration of related persons and related interests, the authorization must be made in writing in accordance with the provisions of civil law.
5. Members of the Board of Directors and the General Director who perform work in any form in the name of themselves or on behalf of others within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only do so when the majority of the remaining members of the Board of Directors approve; if it is done without declaration or approval of the Board of Directors, all income derived from such activities belongs to the Company.

Article 70. Dealing with related people¹¹¹

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

Article 71. Transactions with shareholders, managers of the Company and related persons of these entities¹¹²

1. Except for cases permitted to comply with relevant laws, the Company is not allowed to lend money and securities in any form and is not allowed to use money and assets of the Company or customers to secure payment obligations to third parties.
2. The Company may not lend in any form to its major shareholders, members of the Board of Directors, members of the Supervisory Board, members of the Board of General Directors, Branch Director(s), Chief Financial Officer, Chief Accountant and their respective persons.

Article 72. Approval of contracts and transactions between the company and related persons¹¹³

1. The General Meeting of Shareholders or the Board of Directors approves the following contracts and transactions between the Company and related persons:
 - a. Shareholders and authorized representatives of shareholders who are organizations owning more than 10% of the total ordinary shares of the Company and their related persons;
 - b. Members of the Board of Directors, members of the Control Board, General Director, other managers and related persons of these subjects;
 - c. Enterprises that members of the Board of Directors, Controllers, General Directors and other managers of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.
2. The Board of Directors approves contracts and transactions as prescribed in Clause 1 of this Article and has a value of less than 35% of the total value of the Company's assets stated in the latest financial statements. In this case, the representative of the Company who signs the contract or transaction must notify the members of the Board of Directors and the Controller of the relevant subjects for such contract or transaction and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; members of the Board of Directors who have interests related to the parties to the contract or transaction do not have voting rights.
3. The General Meeting of Shareholders approves the following contracts and transactions:

¹¹¹ Article 292 of Decree 155/2020/ND-CP

¹¹² Article 27 of Circular 121/2020/TT-BTC

¹¹³ Article 167 of the LOE 2020 and Clause 4, Clause 5 of Article 293 of Decree 155/2020/ND-CP

- a. Contracts and transactions specified in Clause 1 of this Article and with a value of 35% or more of the total value of the Company's assets stated in the latest financial statements;
 - b. Transactions specified in Clause 1 of this Article result in the total value of transactions arising within 12 (twelve) months from the date of the first transaction with a value of 35% or more of the total value of the Company's assets stated in the latest financial statements;
 - c. Contracts, loans, loans or sale of assets with a value greater than 10% of the total value of the Company's assets stated in the latest financial statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.
4. In case of approval of a contract or transaction as prescribed in Clause 3 of this Article, the representative of the Company signing the contract or transaction must notify the Board of Directors and the Controller of the relevant entities for such contract or transaction and enclose the draft contract or notice of the main contents of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or collect shareholders' opinions in writing. In this case, shareholders with interests related to the parties to the contract or transaction do not have voting rights; contracts and transactions are approved according to the provisions of Clause 1 and Clause 4, Article 36 of the Charter.
 5. Contracts and transactions shall be invalidated under the Court's decision and handled in accordance with law when they are signed in contravention of this Article; relevant contractors or transactions, shareholders, members of the Board of Directors or the General Director concerned must jointly compensate for damages incurred and refund to the Company the profits earned from the performance of such contracts or transactions.
 6. The company must publicize/disclose relevant contract and transaction information in accordance with relevant laws.

Article 73. Ensuring the legal rights of persons with interests related to the Company¹¹⁴

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

Article 74. Liability for damages and compensation¹¹⁵

1. Members of the Board of Directors, members of the Control Board, the General Director and other managers who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their violations.

¹¹⁴ Article 294 of Decree 155/2020/ND-CP

¹¹⁵ Article 48 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

2. The Company indemnifies persons who have been, are or may become a party to complaints, lawsuits, proceedings (including civil, administrative and non-litigation cases in which the Company is the initiator) if such person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees or representatives authorized by the Company who have performed or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities.
3. Compensation costs include adjudication costs, fines, and payables incurred in practice (including lawyers' fees) when settling these cases within the framework of law. The Company may purchase insurance for these persons to limit the above indemnity liabilities.

Article 75. Right to sue members of the Board of Directors and the General Director¹¹⁶

1. Shareholders and groups of shareholders owning at least 01% of the total ordinary shares have the right to initiate a lawsuit on their own or on behalf of the Company for personal and joint liability against members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to the Company or other persons in the following cases:
 - a. Violating the obligations of the Company's manager as prescribed in Article 165 of the Law on Enterprises;
 - b. Failing to implement, inadequately implementing, untimely or contrary to the provisions of law or the Charter, resolutions or decisions of the Board of Directors with respect to the assigned rights and obligations;
 - c. Abusing their position, position and using information, know-how, business opportunities and other assets of the Company for self-interest or serving the interests of other organizations and individuals;
 - d. Other cases as prescribed by law and the Charter (if any).
2. The order and procedures for initiating a lawsuit shall comply with the provisions of the law on civil procedures. The cost of initiating a lawsuit in case a shareholder or group of shareholders initiates a lawsuit on behalf of the Company will be included in the Company's expenses, unless the lawsuit request is rejected.
3. Shareholders and groups of shareholders as prescribed in this Article have the right to consider, look up and extract necessary information according to the decision of the Court or Arbitrator before or during the lawsuit initiation.

Article 76. Disclosure of information¹¹⁷

1. The Company must send the annual financial statements approved by the General Meeting of Shareholders to the competent State agencies in accordance with the law on accounting and other relevant laws.
2. The Company announces on its website the following information:
 - a. the Company's Charter;

¹¹⁶ Article 166 of the LOE 2020

¹¹⁷ Article 176 of the LOE 2020

- b. Curriculum vitae, education and professional experience of members of the Board of Directors, Controllers, General Directors;
 - c. Annual financial statements approved by the General Meeting of Shareholders;
 - d. Annual performance evaluation report of the Board of Directors and the Supervisory Board.
3. The Company discloses and discloses information in accordance with the law on securities.

CHAPTER VII. EMPLOYEES AND TRADE UNIONS

Article 77. Employees and trade unions¹¹⁸

- 1. The General Director must make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and executives of the Company.
- 2. The General Director must make a plan for the Board of Directors to approve in accordance with the provisions of the Charter on matters relating to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies specified in the Charter, the Company's regulations and relevant laws.

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

Article 78. Dividend payment¹¹⁹

- 1. Dividends paid for preference shares shall be made according to the conditions applied separately to each type of preference shares.
- 2. The dividend paid to ordinary shares is determined based on the net profit realized and the dividend payment deducted from the Company's retained earnings. The Company is only entitled to pay dividends of ordinary shares when the following conditions are fully met:
 - a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
 - b. Having set aside the Company's funds and offsetting previous losses in accordance with the provisions of law and the Charter;
 - c. Immediately after paying all dividends, the Company still ensures full payment of debts and other property obligations due.
- 3. Dividends can be paid in cash, in shares of the Company or in other assets specified in the Charter. If the payment is made in cash, it must be made in Vietnam Dong and according to the payment methods prescribed by law.
- 4. In case the Annual General Meeting of Shareholders approves the payment of dividends, the dividends must be paid in full within 06 (six) months from the end of the Annual General Meeting of Shareholders. The order and procedures for dividend

¹¹⁸ Article 50 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹¹⁹ Article 135 of the LOE 2020

payment shall comply with the corresponding provisions of the Law on Securities, the Law on Enterprises and relevant laws.

5. In case a shareholder transfers his/her shares in the period between the end of the list of shareholders and the time of dividend payment, the transferor is the recipient of dividends from the Company.
6. In case of payment of dividends in shares, the Company is not required to carry out the procedures for offering shares as prescribed in Articles 123, 124 and 125 of the Law on Enterprises. The Company must register an increase in Charter Capital corresponding to the total par value of the shares used to pay dividends in accordance with the law on securities.

Article 79. Handling losses in business

The loss of the previous year will be handled in the following year when the Company makes a profit in the following year in accordance with the provisions of law.

Article 80. Setting up funds¹²⁰

- I. The Company must set aside compulsory funds and reserves in accordance with the provisions of law, including:
 - k. The reserve fund for losses of investments;
 - l. Bad debt reserve fund;
 - iii. Other compulsory funds and reserves as prescribed by law from time to time (if any).

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

2. In addition to the above-mentioned compulsory funds and reserves, according to the decision of the General Meeting of Shareholders, the Company may set aside the following funds and reserves:
 - a. Reserve fund to supplement charter capital;
 - b. Financial reserve fund and professional risk;
 - c. Reserve fund for compensation for damage to investors or purchase occupational insurance;
 - d. Welfare reward fund and unemployment allowance reserve;
 - e. Other funds and reserves (if any).

The principles of appropriation, the level of appropriation and the use of funds and reserves specified in this Clause shall comply with the decision of the General Meeting of Shareholders on a case-by-case basis, ensuring compliance with relevant laws.

CHAPTER IX. BANK ACCOUNT, FISCAL YEAR, ACCOUNTING REGIME

Article 81. Bank Account¹²¹

¹²⁰ Article 3, Article 5, Article 6 of Circular 48/2019/TT-BTC

¹²¹ Article 52 of the Model Charter applicable to public companies promulgated together with Circular 115/2020/TT-BTC

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

Article 82. Fiscal Year¹²²

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

Article 83. Accounting regime¹²³

1. The accounting regime used by the Company is the enterprise accounting regime or the specific accounting regime promulgated and approved by the competent authority.
2. The Company prepares accounting books in Vietnamese and archives accounting records and books in accordance with the law on accounting and relevant laws. Accounting records and books must be accurate, up-to-date, systematic and complete to be able to prove and explain the Company's transactions.
3. The Company uses the currency in accounting is the Vietnamese Dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency in accounting, take responsibility for such choice before law and notify the tax administration agency directly.

CHAPTER X. REPORTING AND INFORMATION DISCLOSURE REGIME

Article 84. Board Annual Report Submission¹²⁴

1. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:
 - a. Report on the Company's business results;
 - b. Financial statements;
 - c. Report on evaluation of the management and administration of the Company;
 - d. Supervisory Board's appraisal report.
2. The Company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.
3. The reports and documents specified at Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 (thirty) days before the opening date of the Annual General Meeting of Shareholders.
4. The report specified in Clauses 1, 2 and 3 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the Company's head office at least 10 (ten) days before the opening date of the Annual General Meeting of

¹²² Article 53 of the Model Charter applies to public companies promulgated together with Circular 116/2020/TT-BTC

¹²³ Article 54 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹²⁴ Article 175 of the LOE 2020

Shareholders. Shareholders who own shares of the Company for at least 01 (one) year have the right to directly consider the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practice certificates.

5. The report on the operation of the Board of Directors submitted to the Annual General Meeting of Shareholders must contain the following contents¹²⁵:
 - a. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the law and the Charter;
 - b. Summarize Board meetings and Board decisions;
 - c. Report on transactions between the Company, its subsidiaries and companies under the control of more than 50% of the charter capital with members of the Board of Directors and related persons of such members; transactions between the Company and a company in which a member of the Board of Directors is a founding member or business manager in the last 03 (three) years prior to the time of transaction;
 - d. the activities of the independent members of the Board of Directors and the results of the independent members' evaluation of the activities of the Board of Directors;
 - e. Activities of other subcommittees under the Board of Directors (if any);
 - f. Supervision results for the General Director and other executives;
 - g. Future plans.

Article 85. Supervisory Board Annual Report Submission¹²⁶

1. The report on the operation of the Supervisory Board submitted to the Annual General Meeting of Shareholders shall comply with the provisions of Points d, e, Clause 3, Article 27 of the Charter.
2. In addition to the reporting responsibilities specified in Clause 1 of this Article, the operational report of the Supervisory Board submitted to the Annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board;
 - b. Summarize the meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board;
 - c. Results of monitoring the Company's operation and financial situation;
 - d. Reporting on transactions between the Company, subsidiaries and companies under the control of more than 50% of charter capital with members of the Board of Directors, General Directors, other executives of the Company and related persons of such subjects; transactions between the Company and the company in which members of the Board of Directors, General Directors and other executives of the Company are founding members or managers of the enterprise in the last 03 (three) years prior to the time of transaction;

¹²⁵ Article 280 of Decree 155/2020/ND-CP

¹²⁶ Article 290 of Decree 155/2020/ND-CP

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

Article 86. Reporting Mode¹²⁷

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

Article 87. Information Disclosure

1. Obligation to disclose information¹²⁸:
 - a. The Company is obliged to fully and accurately disclose periodic and irregular information in accordance with the securities law on information disclosure to shareholders and the investment public. The Company must disclose fully, accurately and promptly other information if such information is likely to affect the price of securities and affect the decisions of shareholders and investors.
 - b. The method of information disclosure is carried out in accordance with the provisions of law to ensure that shareholders and the investment public have fair access. The language in the information disclosure should be clear, easy to understand and avoid misunderstanding for shareholders and the investment public.
2. The Company discloses information related to the Company in accordance with relevant laws, including:
 - a. Report to the State Securities Commission and the Stock Exchange and disclose information on the change in the organizational management and operation

¹²⁷ Article 29 of Circular 121/2020/TT-BTC and Article 55 of the Model Charter applicable to public companies issued together with Circular 116/2020/TT-BTC

¹²⁸ Article 295 of Decree 155/2020/ND-CP

model specified in Article 25 of the Charter within 24 (twenty-four) hours after the General Meeting of Shareholders makes a decision on the change¹²⁹;

- b. Report on the Company's governance at the Annual General Meeting of Shareholders and disclose information in the Company's annual report in accordance with the securities law on information disclosure¹³⁰;
- c. Report and disclose information on the Company's governance on a monthly basis of 06 (six) months in accordance with the law on information disclosure on the stock market¹³¹.

Article 88. Organization of information disclosure¹³²

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

CHAPTER XI. COMPANY AUDIT

Article 89. Audit¹³³

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

**CHAPTER XII. REORGANIZATION, SUSPENSION OF OPERATIONS,
DISSOLUTION AND BANKRUPTCY OF THE COMPANY**

Article 90. Company Restructuring¹³⁴

1. The Company shall carry out reorganization and reorganization plans (division, separation, consolidation, merger, transformation of enterprise forms) with the approval

¹²⁹ Article 296 of Decree 155/2020/ND-CP

¹³⁰ Clause 1, Article 297 of Decree 155/2020/ND-CP

¹³¹ Clause 2, Article 297 of Decree 155/2020/ND-CP

¹³² Article 300 of Decree 155/2020/ND-CP

¹³³ Article 57 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

¹³⁴ Article 206 of Decree 155/2020/ND-CP

of the General Meeting of Shareholders and the State Securities Commission in accordance with relevant laws.

2. The order and procedures for division, separation, consolidation, merger and transformation of the form of an enterprise shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant laws.

Article 91. Suspension of operations¹³⁵

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

Article 92. Dissolution of the Company¹³⁶

1. The Company shall be dissolved in the following cases:
 - a. The end of the operation term stated in the Establishment and Operation License and the Enterprise Registration Certificate of the Company without an extension decision. The General Meeting of Shareholders shall decide on the extension of the Company's operation term (if any);
 - b. According to the decision of the General Meeting of Shareholders;
 - c. The Company no longer has the minimum number of shareholders for a period of 06 (six) consecutive months without carrying out procedures for converting the type of enterprise;
 - d. Other cases as prescribed by law (if any).
2. The Company may only be dissolved when it secures the payment of all debts and other property obligations and the Company is not in the process of resolving disputes at the Court or arbitration body.
3. The order and procedures for dissolution of the Company shall comply with the corresponding provisions of the Law on Enterprises, the Law on Securities and relevant laws.

Article 93. Asset Liquidation¹³⁷

1. At least 06 (six) months before the end of the Company's operation term or after the decision to dissolve the Company, the Board of Directors must establish the Company's

¹³⁵ Article 208 of Decree 155/2020/ND-CP

¹³⁶ Article 207 of the LOE 2020

¹³⁷ Article 61 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

Asset Liquidation Committee consisting of 03 (three) members, of which 02 (two) members are appointed by the General Meeting of Shareholders and 01 (one) member is appointed by the Board of Directors from one independent auditing firm. The liquidation board prepares its operation regulations. The members of the Liquidation Committee can be selected from among the Company's employees or independent experts. All costs related to liquidation are prioritized by the Company in advance of the Company's other liabilities.

2. The liquidation board shall report to the competent State management agency in accordance with law on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company's assets before the Court and other competent State agencies.
3. Proceeds from the liquidation of the Company's assets shall be paid in the following order:
 - a. Liquidation costs;
 - b. Salary debts, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The rest after payment of all debts from Point a to Point d mentioned above shall be divided among shareholders. Preferred shares are prioritized for payment in advance.

Article 94. Company Bankruptcy

The order and procedures for bankruptcy of the Company shall comply with the provisions of the law on bankruptcy.

CHAPTER XIII. INTERNAL DISPUTE RESOLUTION

Article 95. Internal dispute resolution¹³⁸

1. In case of disputes or complaints arising related to the Company's operation, the rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, the Charter and other provisions of law or the agreement between:
 - a. Shareholders with the Company;
 - b. Shareholders with the Board of Directors, the Supervisory Board, the General Director or other executives.

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

¹³⁸ Article 62 of the Model Charter applicable to public companies promulgated together with Circular 116/2020/TT-BTC

2. In case of failure to reach a negotiation or conciliation decision within 06 (six) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may bring such dispute to a competent People's Court for settlement in accordance with the provisions of Vietnamese law.
3. The parties shall bear the costs related to the negotiation and mediation procedures. The payment of the Court's expenses shall be made in accordance with the Court's ruling.

CHAPTER XIV. IMPLEMENTATION TERMS

Article 96. Amending and supplementing the Charter

1. The amendment and supplementation of the Charter must be considered and approved by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operation that have not been mentioned in this Charter or in case there are new provisions of law different from the provisions of this Charter that lead to a violation of the new provisions of law, the provisions of such law shall naturally be applied and adjusted the Company's activities.

Article 97. Effective Date

1. This Charter takes effect from the date approved by the Company's General Meeting of Shareholders at the Annual Meeting on June 27, 2025.
2. This Charter is made in 05 (five) copies, which have the same legal validity.
3. Copies or extracts of the Charter are valid when signed by the Chairman of the Board of Directors, at least 1/2 (one-half) of the total number of members of the Board of Directors or the General Director of the Company.

Ho Chi Minh City, June 27, 2025

Legal representative of the Company

(Signed)

DANG SI THUY TAM

Chief Executive Officer

APPENDIX 01 - CHARTER CAPITAL

(Attached to the *Charter of Tien Phong Securities Corporation approved by the General Meeting of Shareholders on April 9, 2025*)

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

For clarity, the information on the increase in Charter Capital and the level of Charter Capital of the Company under this Appendix 01 is updated until April 9, 2025. The specific level of Charter Capital of the Company from time to time shall be recorded at and determined according to the Company's Establishment and Operation License and/or Business Registration Certificate.