

**Phụ lục VI**  
**Appendix VI**

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

*(Ban hành kèm theo Quyết định số 21/QĐ-SGDVN ngày 21/12/2021 của Tổng Giám đốc Sở Giao dịch Chứng khoán Việt Nam về Quy chế Công bố thông tin tại Sở Giao dịch Chứng khoán Việt Nam)*  
*(Issued with the Decision No 21/QĐ-SGDVN on 21/12/2021 of the CEO of Vietnam Exchange on the Information Disclosure Regulation of Vietnam Exchange)*

**CÔNG TY CỔ PHẦN**  
**CHỨNG KHOÁN VIETCAP**  
**VIETCAP SECURITIES JSC**

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

Số: 382./2026/CV.Vietcap  
No.: 382./2026/CV.Vietcap

Tp. Hồ Chí Minh, ngày 30 tháng 06 năm 2026  
HCMC, 30 June, 2026

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

**Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội/  
Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh**  
**To: Vietnam Exchange/ Hanoi Stock Exchange/ Hochiminh Stock Exchange**

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

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: VCI
- Địa chỉ/Address: Tầng 15, Tháp tài chính Bitexco, 02 Hải Triều, phường Sài Gòn, TP.HCM/ 15th Floor, Bitexco Financial Tower, 02 Hai Trieu, Sai Gon Ward, HCM city
- Điện thoại liên hệ/Tel.: 028-3914 3588 Fax:028-39143209
- E-mail: congbothongtin@vietcap.com.vn

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

Điều lệ Công ty Cổ phần Chứng khoán Vietcap./ Charter of Vietcap Securities Joint Stock Company




3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày ...~~30/06/2025~~... tại đường dẫn <https://www.vietcap.com.vn>/This information was published on the company's website on ...~~30/06/2025~~... as in the link <https://www.vietcap.com.vn>.

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

Tài liệu đính kèm/  
Attached documents:  
Điều lệ/Charter

**Đại diện tổ chức**  
**Organization representative**

Người Ủy quyền CBTT   
Person authorized to disclose information  
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)  
(Signature, full name, position, and seal)



**BÙI VŨ HOÀNG TUYÊN**  
**Luật Sư Trưởng**





## **CHARTER**

# **VIETCAP SECURITIES JOINT STOCK COMPANY**

## **TABLE OF CONTENTS**

### **PRELUDE**

### **I. DEFINITION OF TERMS IN THE CHARTER**

Article 1. Explanation of terms

### **II. . NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, TERMS OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

Article 2. Name, form, head office, branch, representative office, business location and terms of operation of the Company

Article 3. Legal representative of the Company

### **III. OBJECTIVE AND SCOPE OF BUSINESS & OPERATION OF THE COMPANY**

Article 4. Operating objectives of the Company

Article 5. Scope of business and operation of the Company

Article 6. Operational principles

### **IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

Article 7. Charter capital, shares and founding shareholders

Article 8. Share certificates

Article 9. Other share certificates

Article 10. Transfer of shares

Article 11. Share withdrawal (in case of enterprise establishment and registration)

Article 12. Secured warrants

### **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

Article 13. Organizational structure, management and supervision

### **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

Article 14. Rights of shareholders

Article 15. Obligations of shareholders

Article 16. General Meeting of Shareholders

Article 17. Rights and obligations of the General Meeting of Shareholders

Article 18. Authorization for attending the General Meeting of Shareholders

Article 19. Change of rights

Article 20. Convening, agenda and announcement of the General Meeting of Shareholders

Article 21. Conditions for holding the General Meeting of Shareholders

Article 22. Procedures for holding and voting at the General Meeting of Shareholders

Article 23. Approval of decisions of the General Meeting of Shareholders

Article 24. Competence and formalities to obtain shareholder opinions in writing to approve

decisions of the General Meeting of Shareholders

Article 25. Resolutions and minutes of the General Meeting of Shareholders

Article 26. Request for annulment of resolutions of the General Meeting of Shareholders

#### **VII. BOARD OF DIRECTORS**

Article 27. Nomination of members for the Board of Directors

Article 28. Composition and terms for members of the Board of Directors

Article 29. Rights and obligations of the Board of Directors

Article 30. Remuneration, bonuses and other benefits for members of the Board of Directors

Article 31. Chairperson

Article 32. Meetings of the Board of Directors

Article 33. Sub-committees of the Board of Directors

Article 34. Individuals in charge of corporate governance

#### **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

Article 35. Organization of management structure

Article 36. Executives

Article 37. Appointment, removal and duties & powers of the General Director

#### **IX. SUPERVISORY BOARD**

Article 38. Nomination of members for the Supervisory Board

Article 39. Members of the Supervisory Board

Article 40. Head of the Supervisory Board

Article 41. Rights and obligations of the Supervisory Board

Article 42. Meetings of the Supervisory Board

Article 43. Salary, bonuses and other benefits of members of the Supervisory Board

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Article 44. Truthful responsibilities and avoidance of conflicts of interest

Article 45. Responsibilities for damage and compensation

#### **XI. RIGHTS TO INSPECT BOOKS AND DOCUMENTS OF THE COMPANY**

Article 46. Rights to inspect books and documents

#### **XII. EMPLOYEES AND UNION**

Article 47. Employees and union

#### **XIII. PROFIT DISTRIBUTION**

Article 48. Profit distribution

#### **XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGULATIONS**

Article 49. Bank account

Article 50. Fiscal year

Article 51. Accounting regulations

#### **XV. FINANCIAL STATEMENT, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATION**

Article 52. Quarterly, mid-year and annual financial statements

Article 53. Annual report

#### **XVI. AUDIT OF THE COMPANY**

Article 54. Audit

#### **XVII. SEAL**

Article 55. Seal

#### **XVIII. REORGANIZATION AND DISSOLUTION**

Article 56. Reorganization

Article 57. Dissolution

Article 58. Extension of operation

Article 59. Liquidation

#### **XIX. SETTLEMENT OF INTERNAL DISPUTES**

Article 60. Settlement of internal disputes

#### **XX. SUPPLEMENTATION AND AMENDMENT OF CHARTER**

Article 61. Company Charter

#### **XXI. EFFECTIVE DATE**

Article 62. Effective date

#### **PRELUDE**

This Charter was approved under resolution No. 01 dated April 9<sup>th</sup>, 2021 of the General Meeting of Shareholders.

#### **I. DEFINITION OF TERMS IN THE CHARTER**

##### **Article 1. Explanation of terms**

1. In this Charter, the following terms are construed as follows:

a) *Charter capital* refers to the total face value of shares that are sold or subscribed when establishing a company and the regulations specified in Article 7 hereof.

b) *Voting capital* means the share capital whereby owners have the right to vote on matters falling under the authority of the General Meeting of Shareholders.

c) *Law on Enterprises* refers to the Law on Enterprises No. 59/2020/QH2014 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

d) *Law on Securities* refers to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 36, 2019.

dd) *Vietnam* refers to the Socialist Republic of Vietnam.

e) *Establishment day* refers to the day on which the company is granted the enterprise registration certificate (and other equivalent papers) for the first time.

g) *Executives* refer to the General Director, Deputy General Director, Chief Accountant and other people holding executive positions according to the Company's Charter.

h) *Management* refers to the Chairperson, members of the Board of Directors, General Director, Deputy General Director and other people holding management positions according to the Charter of the company.

i) *Related person* refers to any individual or organization prescribed in Clause 46, Article 4

of the Law on Securities.

k) *Shareholder* refers to any individuals and/or institutions who own least one share of the joint stock company.

l) *Founding shareholder* refers a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of a joint stock company.

m) *Majority shareholder* refers to any shareholder defined in Clause 18, Article 4 of the Law on Securities.

n) *Term of operation* refers to the operation time of the Company prescribed by Article 2 of this Charter and the extended period (if any) approved by the General Meeting of Shareholders of the Company.

o) *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more of the provisions or other documents include amendments or supplementary documents.

3. Titles (chapters and articles of this Charter) are used to facilitate understanding of the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, TERMS OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branch, representative office, business location and terms of operation of the Company**

1. Company name:

- Company name in Vietnamese: CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETCAP
- Company name in English: VIETCAP SECURITIES JOINT STOCK COMPANY
- Abbreviated name: Vietcap

2. Legal status:

The Company is a joint-stock company with its legal entity status, being granted the License for Establishment and Operation No 68/UBCK-GP issued by the State Securities Commission on November 6<sup>th</sup>, 2007, and operates in accordance with Law on Security and current Vietnam's laws.

3. Registered head office of the Company:

- Address of the head office: 15th Floor, Bitexco Financial Tower, No.2 Hai Trieu Street, Sai Gon Ward, Ho Chi Minh City.

- Phone: (84 28) 3914 3588

- Fax: (84 28) 3914 3209

- E-mail: info@vietcap.com.vn

- Website: www.vietcap.com.vn

4. Business locations:

a. The Company can have branches, transaction offices and representative offices to carry out the Company's operational goal in accordance with the resolution of the Board of Directors within the scope permitted by law.

b. Branches, transaction offices and representative offices are affiliated units of the

Company and the Company must bear responsibility for operation of its branches, transaction offices and representative offices.

c. The Company only conducts securities business activities and provides securities services at its head office, branches and transaction offices that are approved by the State Securities Commission.

d. Branches, transaction offices and representative offices must have the Company's name together with word(s) "branch", "transaction office" or "representative office" and proper name for clarity.

5. Except for early termination according to Clause 2, Article 57 or extension of operations according to Article 58 of this Charter, the term of operation is indefinite from establishment.

### **Article 3. Legal representative of the Company**

The Company's legal representative is the General Director.

Rights and obligations of the legal representative:

The Company's legal representative is an individual representing the Company in performing the rights and obligations in connection with the Company's transactions, representing the Company as a plaintiff, defendant or person with related rights and obligations before arbitration, the Court and other rights and obligations as prescribed by law.

## **III. OBJECTIVE AND SCOPE OF BUSINESS & OPERATION OF THE COMPANY**

### **Article 4. Operating objectives of the Company**

1. Business lines of the Company:
  - a. Securities brokerage
  - b. Securities trading
  - c. Securities underwriting
  - d. Securities investment consultancy
  - e. Financial consultancy and other financial services
  - f. Securities depository
  - g. Derivatives business, including derivatives brokerage, derivatives trading, derivatives investment consultancy, and provision of clearing and settlement services for derivatives trading to clients.
2. In addition to the securities business specified in Clause 1 of this Article, the Company is allowed to provide securities depository services, financial consultancy, management of securities trading accounts of investors, and other financial services as prescribed by law.
3. The Company may add or withdraw one or several business activities specified in Clause 1 of this Article after being approved by the State Securities Commission of Vietnam (SSC).
4. Operational objective of the Company

The Company's objective is to become the leading securities company in Vietnam and to provide a full range of securities trading operations/services in accordance with the provisions of law .

#### **Article 5. Scope of business and operation of the Company**

The Company may carry out all business operations in accordance with the business lines of the Company registered by the business registration authority, published on the national enterprise registration portal and in accordance with this Charter.

#### **Article 6. Operational principles**

1. Compliance with the Law on Securities and the securities market and other relevant laws.
2. Conduct business in a fair and honest manner.
3. Promulgate business procedures, internal control procedures, risk management procedures, and a code of ethics that are appropriate to the business activities of the Company.
4. Ensure human resources, capital and facilities for securities business activities while complying with the law.
5. Separation of offices, human resources, information systems and reporting among departments to avoid conflicts of interest between the Company and customers as well as among different groups of customers. The Company must disclose potential conflicts of interest between the Company, its staffs and customers in advance.
6. Assign securities practitioners who are appropriate to business activities. Securities practitioners are not allowed to simultaneously conduct proprietary trading and provide brokerage services.
7. Share price forecast or trading recommendations in connection with a specific stock in the media must specify a rational analysis and source(s) of information.

### **IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

#### **Article 7. Charter capital, shares and founding shareholders**

1. The Company's charter capital is VND11,522,319,250,000 (In words: Eleven trillion five hundred twenty-two billion three hundred nineteen million two hundred fifty thousand Vietnamese Dong)

The total charter capital of the Company is divided into 1,152,231,925 shares with par value of VND 10,000 per share.

2. The Company may change its charter capital when it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. Shares of the Company on the date of ratification of this Charter include ordinary shares and preferred shares (if any). Rights and obligations of shareholders owning each type of share are regulated in Article 14 and 15 hereof.
4. The Company may issue other types of preferred shares after obtaining approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares shall be offered with priority to existing shareholders in proportion to the ratio of their ordinary shares in the Company — unless the General Meeting of Shareholders decides otherwise. Unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute such shares to other shareholders and individuals under conditions that are no more favorable than ones that had been offered to existing shareholders — unless decided

otherwise by the General Meeting of Shareholders.

6. The Company may buy back shares issued by the Company by methods as set out in this Charter and applicable laws.

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

#### **Article 8. Share certificates**

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legitimate rights and interests of owners regarding a part of the share capital of the issuing organization. Shares must bear all contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within seven (7) days from the submission of adequate applications for the transfer of ownership of shares in accordance with the regulations of the Company or within 20 days from the date of full payment of shares as specified in the Company's share issuance plan (or other time limit under the provisions of the issuance), the owner of shares shall be granted the share certificates. The owner of shares does not have to pay cost of printing the share certificates to the Company.

4. In the case a share certificate is lost, damaged or destroyed in any other way, a shareholder may require the share certificate to be reissued by the Company. Such proposal must include the following contents:

a) Information about the share certificate that has been lost, damaged or destroyed in any other ways.

b) The shareholder's commitment to take responsibility for disputes arising from the reissuance of new share certificates.

#### **Article 9. Other share certificates**

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

#### **Article 10. Transfer of shares**

1. All shares are freely transferable unless otherwise specified in this Charter and provisions of law. Listed shares are transferable in accordance with provisions of law regarding securities and the security market.

2. Shares that have not been fully paid for shall not be transferable and shall not enjoy relevant benefits such as the right to receive dividends, the right to receive shares issued to increase charter capital from shareholder equity, the right to buy newly offered shares and other rights in accordance with provisions of the law.

#### **Article 11. Share withdrawal (in the case of enterprise establishment and registration)**

1. If a shareholder does not make full and in due time payment for shares, the Board of Directors shall notify and have the right to request the shareholder to pay the remaining amount. In addition, a shareholder is responsible for costs arising for the Company if the shareholder does not make full and in due time payment.

2. The abovementioned payment notice must specify the new payment time limit (at least seven (7) days from the date of notice) and place of payment. The notice must also specify that if the payment is not made as required, then the number of shares that are not paid for will be withdrawn.

3. The Board of Directors may withdraw shares that are not fully paid for and in due time in case the requirements in the abovementioned notice are not implemented.

4. Shares that are withdrawn shall be eligible to be offered as specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize another party to sell or redistribute under conditions and ways that it deems appropriate.

5. Shareholders whose shares were withdrawn must renounce their shareholder status for such shares but shall still be liable for the total value of shares registered for purchase for financial obligations of the Company arising at the time of withdrawal under decisions of the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors has the right to enforce payment for the full value of the shares at the time of withdrawal.

6. A withdrawal notice is sent to shareholders whose shares are withdrawn prior to the time of withdrawal. The withdrawal is still valid even if there are shortcomings or negligence in sending the notice.

#### **Article 12. Secured warrants**

1. Secured warrants business is based on the provisions of law and approval of the SSC. The Company will issue secured warrants and perform all activities related to secured warrants.

2. Conduct the offering, issuing and listing of secured warrants, including the following activities:

- a) Issuing, offering and listing warrants
- b) Warrants market making
- c) Trading for the purpose of hedging the warrants
- d) Warrants brokerage and investment consultancy

3. Rights and obligations of investors owning warrants:

a) The right to pay in cash or transfer the underlying securities according to the conditions and methods announced by Vietcap in the prospectus of each offering.

b) The right to be paid in cash when the warrants are delisted in accordance with the provisions of law.

c) The right to transfer, donate, inherit, pledge or borrow in civil relations in accordance with the provisions of law.

d) The right to be prioritized to be paid in case Vietcap is terminated or goes bankrupt in accordance with the provisions of law.

e) Other rights as permitted by law.

4. The ratio of the value of the warrants to be offered: The Company shall have a limit for all offerings of secured warrants in accordance with the provisions of law and the financial situation of Vietcap per the latest audited financial statements at the time of offering as well as in accordance with the regulations issued by the SSC.

5. Warrant payment plan and obligations of Vietcap for investors owning warrants in the event that Vietcap loses its ability to pay, merges, consolidates, terminates or becomes bankrupt:

a) In the event that Vietcap loses its ability to pay, the following financial sources will be used to perform Vietcap's obligations to investors:

i. Hedging assets for warrants available on self-trading accounts.

ii. Collateral deposited by Vietcap at custodian bank for warrant offerings (if any).

iii. Bank's payment guarantee (if any).

iv. In case the aforementioned sources are insufficient to pay, the settlement of interests for investors will comply with the law on priority rights and order of payment to creditors.

b) In the event that Vietcap is terminated or goes bankrupt, provisions of the law on liquidation and bankruptcy shall be applied for debt payment to secured creditors that have the right to prioritize according to the order of payment.

a) In the event that Vietcap merges or consolidates, the provisions of current enterprise law shall apply to settle the interests for investors.

## **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION**

### **Article 13. Organizational structure, management and supervision**

The organizational structure, management and control of the Company include:

1. General Meeting of Shareholders

2. Board of Directors

3. Supervisory Board

4. Board of Management

## **VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 14. Rights of shareholders**

1. Ordinary shareholders shall have following rights:

a) To participate and express their opinions at the General Meetings of Shareholders and exercise the right to vote directly, through an authorized representative or by other means as prescribed by the law and this Charter. Each ordinary share has one vote.

b) To receive dividends as decided by the General Meeting of Shareholders.

c) To have the priority to purchase newly offered shares proportionate to ordinary shares held.

d) To freely transfer their shares to others — except for the cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant laws.

dd) To review, search and extract information related to the shareholder's name and address in the list of ordinary shareholders and request modification of incorrect information.

e) To review, search, extract or photocopy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders.

g) If the Company is dissolved or goes bankrupt, ordinary shareholders will receive a portion of the remaining assets proportionate to their ordinary shares.

h) To request the Company to repurchase their shares in cases prescribed by Article 132 of the Law on Enterprises.

i) To receive equal treatment. Each share of the same type gives the owner equal rights, obligations and interests. In case the Company has different types of preference shares, the rights and obligations associated with each type must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.

k) To have full access to periodic and extraordinary information published by the Company in accordance with the law.

l) To have their legitimate rights and interests protected as well as the right to propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and those of the Board of Directors in accordance with the Law on Enterprises.

m) Other rights as prescribed by the law and this Charter.

2. Shareholders or groups of shareholders holding at least 5% of total ordinary shares have following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders as specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises.

b) To review, search and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents — except for documents related to trade secrets and business secrets of the Company.

c) Request the Supervisory Board to check specific issues related to the management and business operations of the Company if deemed necessary. The request must be made in writing with the full name, permanent address, nationality, ID or other lawful identification number for individual shareholders or name, enterprise registration number or lawful identification number for shareholders that are organizations; the number of shares and share registration date of each shareholder, total number of shares and share ownership that each group of shareholders collectively holds; and issues needed to be inspected and purpose for inspection;

d) Proposed issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (3) working days before the opening of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, number and type of shares held by such shareholder, and proposed issues to be included in the agenda.

dd) Other rights as prescribed by the law and this Charter.

3. Shareholders or groups of shareholders holding at least 10% of total ordinary shares have the right to nominate candidates to the Board of Directors and Supervisory Board. Nomination of candidates to the Board of Directors and Supervisory Board shall be as follows:

a) Ordinary shareholders who form groups to nominate candidates to the Board of Directors and Supervisory Board must inform their respective group members of the group meeting before the opening of the General Meeting of Shareholders.

b) Based on the number of members of the Board of Directors and Supervisory Board, a shareholder or a group of shareholders specified in this clause is entitled to nominate one or more persons decided by the General Meeting of Shareholders as candidates to the Board of Directors

and Supervisory Board. In case the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates that they are entitled to nominate as decided by the General Meeting of Shareholders; subsequently, the remaining number of candidates shall be determined by the Board of Directors, Supervisory Board or other shareholders.

#### **Article 15. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on a timely basis for subscribed shares.
2. To not withdraw the capital contributed under ordinary shares from the Company in any form — unless shares are repurchased by the Company or purchased by other investor(s). In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, such shareholder and persons with related interests in the Company must be jointly responsible for the debts and other asset obligations of the Company within the value of the withdrawn shares and the damages caused by such withdrawal.
3. To comply with the Charter of the Company and its internal regulations.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep the information provided by the Company confidential in accordance with the Charter and law and only use the information provided to exercise and protect legitimate rights and interests. It is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations or individuals.
6. To participate in the General Meetings of Shareholders and exercise their voting rights via the following forms:
  - a) Directly participating and voting at the meeting.
  - b) Authorizing an individual or an organization to participate and vote at the meeting.
  - c) Participating and voting via an online meeting, electronic voting or other electronic methods.
  - d) Sending ballots to the meeting via mail, fax or e-mail;
7. Accepting personal responsibility when performing one of the following acts in the name of the Company in any form:
  - a) Violating the law.
  - b) Conducting business activities or other transactions for personal benefit or serving the benefits of other organizations and individuals.
  - c) Paying debt not yet due in case of financial risk that may affect the Company.
8. Fulfilling other obligations in accordance with current law.

#### **Article 16. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest authority of the Company. The General Meeting of Shareholders is held once a year and must be held within four months from the fiscal year-end. Unless otherwise prescribed by the Charter, the Board of Directors shall decide to extend the timing of the annual General Meeting of

Shareholders, if necessary, but it cannot be later than six months from the fiscal year-end. In addition to the annual meeting, the General Meeting of Shareholders may hold Extraordinary General Meetings of Shareholders. The venue for the General Meeting of Shareholders must be somewhere that the Chairperson can attend and be in Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and choose an appropriate location. The annual General Meeting of Shareholders shall decide issues as prescribed by the law and the Charter — particularly the approval of audited annual financial statements. In case the Company's audited financial statements contain material audit exceptions, adverse opinions or disclaimers of opinion, then the Company must invite a representative of its approved audit firm to attend the annual General Meeting of Shareholders — this representative is responsible for attending the annual General Meeting of Shareholders.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the benefit of the Company.

b) The number of members of the Board of Directors and Supervisory Board is less than the minimum number of members as prescribed by the law.

c) Shareholders or groups of shareholders defined in Clause 2, Article 115 of the Law on Enterprises request a meeting of the General Meeting of Shareholders. The request must be in writing that provides the reason and purpose of the meeting with sufficient signatures of relevant shareholders or a written request is made in multiple copies, each of which is signed by a relevant shareholder.

d) The Supervisory Board requests a meeting of the General Meeting of Shareholders.

dd) Other cases as prescribed by the law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders.

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which members of the Board of Directors or the Supervisory Board request as prescribed by Point b, Clause 3 of this Article or when receiving the request as prescribed by Points c and d, Clause 3 of this Article.

b) If the Board of Directors fails to a convene the General Meeting of Shareholders as prescribed by Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board must then replace the Board of Directors in convening the General Meeting of Shareholders as prescribed by Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed by Point b, Clause 4 of this Article, the shareholders or groups of shareholders prescribed by Point c, Clause 3 of this Article then have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises.

In this case, shareholders or groups of shareholders that convene a meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the process and procedures for convening and holding meeting of the General Meeting of

Shareholders and making decisions at the meeting. All expenses for convening and holding a meeting of the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include those borne by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

**Article 17. Rights and obligations of the General Meeting of Shareholders**

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

- a) To approve the development plan of the Company.
- b) To decide the type of share and number of newly issued shares for each type of share as well as to decide the annual dividend rate for each type of share.
- c) To elect, dismiss or remove members of the Board of Directors and Supervisory Board.
- d) To decide to invest or sell assets that are worth at least 35% of the total assets of the Company stated in the latest audited financial statement.
- dd) To decide to supplement and amend the Company's Charter.
- e) To approve annual financial statements.
- g) To decide a share repurchase of more than 10% of total shares of each type.
- h) To inspect and handle violations of members of the Board of Directors and Supervisory Board that cause damage to the Company and its shareholders.
- i) To decide to reorganize or dissolve the Company.
- k) To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board.
- l) To approve internal regulations on corporate governance and operational regulations for the Board of Directors and Supervisory Board.
- m) To approve a list of qualified audit firms, select an audit firm that is approved to audit the Company's operations and dismiss selected auditors if deemed necessary.
- n) Other rights and obligations as prescribed by the law.

2. The General Meeting of Shareholders may discuss and approve the following issues:

- a) Annual business plan of the Company.
- 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. In case the Company operates under the model specified in Point b, Clause 1, Article 137 of the Law on Enterprises, independent members of the Board of Directors are responsible for reporting at the Annual General Meeting of Shareholders as prescribed by Article 284 of Decree No. 155/2020/ND-CP, dated December 31, 2020, issued by the Government detailing the implementation of a number of articles stipulated in the Law on Securities.
- d) Report of the Supervisory Board on business results of the Company and performance of the Board of Directors and General Director.
- dd) Report on the self-assessment of the Supervisory Board and members of the

Supervisory Board.

- e) Dividend rate for each share of each type.
- g) Number of members of the Board of Directors and Supervisory Board.
- h) To elect, dismiss and remove members of the Board of Directors and Supervisory Board.
- i) To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board.
- k) To approve the list of qualified audit firms and select an audit firm that is approved to audit the Company's operations if deemed necessary.
- l) To supplement and amend the Company's Charter.
- m) Full division, partial division, consolidation, acquisition or change of the Company.
- n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator.
- o) To decide to invest or sell assets that are worth at least 35% of the total assets of the Company as stated in its latest audited financial statement.
- p) To decide share repurchasing of more than 10% of total shares of each type.
- q) The Company has signed contracts and made transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises whose value are at least 35% of the total assets of the Company as stated in its latest financial statements.
- r) To approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated, December 31, 2020, issued by the Government detailing the implementation of a number of articles of the Law on Securities.
- s) To approve internal regulations on corporate governance and operational regulations of the Board of Directors and Supervisory Board.
- t) Other issues as prescribed by the law and this Charter.

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

#### **Article 18. Authorization for attending the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders can directly attend the meeting, authorize one or more individuals or organizations to physically attend the meeting or attend the meeting through one of the forms prescribed by Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of representative individuals and organizations at the General Meeting of Shareholders as prescribed by Clause 1 of this Article must be made in writing. An authorization letter or a power of attorney is made in accordance with the civil law and must clearly state the name of authorizer, the name of authorized individual or authorized organization, the number of authorized shares, the authorization content, scope and period, and signatures of the authorizer and authorized party.

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

In case of re-authorization, meeting attendees must present original authorization letters of authorizers or authorized representatives of institutional shareholders (if they have not been registered with the Company before).

3. The ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

a) The authorizer has passed away, has his/her legal capacity restricted or loses his/her legal capacity.

b) The authorizer has cancelled the authorization.

c) The authorizer has cancelled the authority of the authorized person.

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

#### **Article 19. Change of rights**

1. The change or cancellation of special rights attached to a type of preference shares becomes valid if it is agreed by the attending shareholders representing at least 65% of the total amount of shares. A resolution of the General Meeting of Shareholders that results in an adverse change of rights and obligations of a preference shareholder will only be approved if it is agreed by attending preference shareholders of the same type representing at least 75% of the total amount of preference shares of such type or if it is agreed by preference shareholders of the same type representing at least 75% of the total amount of preference shares of such type, if such resolution is passed in the form of an absentee ballot.

2. The organization of a meeting attended by preference shareholders of the same type to approve the above change of rights becomes valid only when there are at least two (2) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of such type. In case there is an insufficient number of delegates as mentioned above, then the meeting shall be reorganized within the next 30 days and merely by having attendance from shareholders of such type (irrespective of the number of shareholders and number of shares) who directly attend the meeting or assign authorized representatives, the meeting is regarded as having sufficient delegates required. At such meetings of preference shareholders, preference shareholders who directly attend the meeting or assign representatives may request a secret ballot. Each preference share of the same type has equal voting right at the aforementioned meetings.

3. Procedures for holding such separate meetings shall be implemented similar to the provisions in Articles 21, 22 and 23 of this Charter.

4. Unless otherwise stated in the terms for issuance of shares, special rights attached to types of preference shares applicable to some or all issues related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 20. Convening, agenda and announcement of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual General Meeting of Shareholders or an Extraordinary General Meeting of Shareholders. An Extraordinary General Meeting of Shareholders is convened in accordance with the cases specified in Clause 3, Article 16 of this Charter.

2. The convener of the General Meeting of Shareholders shall conduct the following tasks:

a) Prepare a list of eligible shareholders to participate and vote at the General Meeting of Shareholders. The list of eligible shareholders to participate in the General Meeting of Shareholders shall be made no sooner than 10 days before the invitation to the General Meeting of Shareholders is sent. The announcement of closing the shareholder book for organizing the General Meeting of Shareholders must be public at least 20 days before the book closure date.

b) Prepare agenda and content.

c) Prepare documents.

d) Draft Resolution of the General Meeting of Shareholders based on the proposed contents of the meeting.

e) Determine the time and location for the organization of the General Meeting of Shareholders.

f) Notify and send invitations to the General Meeting of Shareholders to all eligible shareholders.

g) Other tasks related to the General Meeting of Shareholders.

3. The meeting invitation notice of the General Meeting of Shareholders shall be sent to all shareholders by a communication method to ensure it reaches the shareholders' contact address. The contact address of shareholders is one of the following types of information: registered head office address for organizations; permanent residence address; workplace address; phone number; email address; or any other address of the individual that they register with the Company as their contact address. In the case where the Company sends the meeting invitation notice of the General Meeting of Shareholders via email, the email address of the shareholder receiving the notice is the address saved and provided by the competent State authority in charge of Securities Depository and Clearing in Vietnam, or the email address registered by the shareholder with the company, and also be published on the website of the Company, the SSC and the Stock Exchange where the Company's shares are listed or traded.

The convener of the General Meeting of Shareholders shall send meeting invitations to all shareholders whose names are on the list of shareholders who are eligible to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (from the date on which the meeting invitation is properly sent). The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the meeting shall be sent to all shareholders and/or posted on the Company's website. In case documents are not attached to the meeting invitation to the General Meeting of Shareholders, then the meeting invitation must include the website address so that shareholders can access the documents, including:

a) The meeting agenda and documents used in the meeting.

b) A list and detailed information of candidates in case of election of members of the Board of Directors and Supervisory Board.

c) Ballots.

d) Draft resolutions applicable to each issue in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 14 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (3) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name as well as number and type of shares held and the content to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 this Article in the following cases:

a) The proposal is not sent in due time or with inadequate and improper content.

b) At the time of proposal, shareholders or groups of shareholders do not hold at least 5% of total ordinary shares in accordance with Clause 2, Article 14 of this Charter.

c. The proposed issues are not within the scope of competence of the General Meeting of Shareholders.

d. Other cases as prescribed by the law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include proposed issues as specified in Clause 4 of this Article in the agenda and content of the General Meeting of Shareholders — except for cases specified in Clause 5 of this Article. Proposed issues shall be officially added into the agenda and content of the General Meeting of Shareholders if approved by the General Meeting of Shareholders.

#### **Article 21. Conditions for holding the General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be held when it is attended by a number of shareholders who represent more than 50% of voting shares.

2. If the first General Meeting of Shareholders is not held because of not meeting the conditions specified in Clause 1 of this Article, then the invitation to second General Meeting of Shareholders shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall only be held when it is attended by a number of shareholders who represent at least 33% of voting shares.

3. If the second General Meeting of Shareholders is not held because of not meeting the conditions specified in Clause 2 of this Article, the invitation to third General Meeting of Shareholders shall then be sent within 20 days from the intended date of the second General Meeting of Shareholders. The third General Meeting of Shareholders shall be held regardless of the number of voting shares of the attending shareholders.

#### **Article 22. Procedures for holding and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out procedures for the registration of shareholders and continue to carry out the registration until all shareholders who are

entitled to attend the meeting complete registration.

a) When carrying out the registration of shareholders, the Company shall issue each shareholder or authorized representative with voting rights a voting card containing the registration number and full name of the shareholder or the full name of the authorized representative and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote for each matter in the agenda of the meeting. The vote shall be affirmative, negative or absentee. The voting result shall be announced by the Chairperson before the end of the meeting. The meeting shall elect a person who is responsible for counting votes or supervising vote counting at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson.

b) Shareholders or authorized participants who arrive after the opening of the meeting may register immediately and have the right to attend and vote at the meeting after registration. The Chairperson does not have the responsibility to pause the meeting for late shareholders to register and the effect of the issues voted on previously shall remain unchanged.

## 2. Election of Chairperson, Secretary and vote counting committee.

a) The Chairperson or an authorized member of the Board of Directors shall chair the meetings convened by the Board of Directors. In case the Chairperson is temporarily absent or not capable of working, other members of the Board of Directors shall elect one member to chair the meeting under majority rule. If a Chairperson is not elected, then the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a Chairperson within the people in attendance; the person who receives the most votes shall chair the meeting.

b) Except for the case specified in Point a of this Clause, the person who signs the decision to convene the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairperson; the person who receives the most votes shall chair the meeting.

c) The Chairperson shall select one or more people to the Secretariat of the meeting.

d) The General Meeting of Shareholders shall elect one or more people to the vote counting committee based on the proposal of the Chairperson.

3. The agenda and content must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly identify a specific time for each issue.

4. The Chairperson is entitled to take necessary action to control the meeting in an orderly and legal manner and in conformity with the approved agenda so that it reflects demand of the majority of participants.

a) Arrange seats at the meeting venue of the General Meeting of Shareholders.

b) Ensure safety of everyone who is present at the meeting venue.

c) Enable shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders reserves the right to change the abovementioned measures and apply all necessary measures. Applicable measures may include the issuance of admission or other options.

5. The General Meeting of Shareholders shall discuss and vote for each matter in the

agenda of the meeting. The vote shall be affirmative, negative or absentee. The voting result shall be announced by the Chairperson before closing the meeting.

6. Shareholders or authorized representatives who arrive after the opening of the meeting can still register and have the right to attend and vote at the meeting after registration. In this case, the effect of the issues previously voted shall remain unchanged.

7. The convener or the Chairperson has following rights:

a) To request all participants to undergo inspection or other legitimate and reasonable security measures.

b) To request a competent authority to maintain order of the meeting as well as reject or expel people who do not comply with the guidance of the convener, intentionally disturb the order of the meeting, prevent the meeting from happening, and/or refuse to comply with regulations on inspection or the abovementioned security measures.

8. The Chairperson may postpone the meeting with sufficient attendants no later than three (3) working days from intended opening date of the meeting and can only postpone or change meeting venue because of following reasons:

a) The meeting venue does not have enough seats for all attendants.

b) The means of communication at meeting venue do not guarantee that all registered shareholders can participate, discuss and vote.

c) There are people who disturb the order of the meeting and may cause the meeting to be conducted in not a fair and/or legal manner.

9. In case the Chairperson delays or postpones the General Meeting of Shareholders in a contrary way to provisions as specified in Clause 8 of this Article, the General Meeting of Shareholders shall elect a different person attending the meeting to replace the Chairperson and direct the meeting until the end; all resolutions that are passed at the meeting shall have full effect.

10. In case the Company conducts the General Meeting of Shareholders via an online meeting, the Company is responsible to ensure that all shareholders can participate and vote online or through other electronic forms in accordance with Article 144 of the Law on Enterprise and Clause 3, Article 273 of Decree 155/ND-CP, dated December 31, 2020, of the Government detailing guidance of certain articles of Law on Securities.

### **Article 23. Approval of decisions of the General Meeting of Shareholders**

1. Resolution of the General Meeting of Shareholders on the following issues shall be approved if it is approved by shareholders holding at least 65% of the total number of votes of all attending and voting shareholders, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprise:

a) Type of shares and number of shares offered;

b) Change in business line and/or operating activities ;

c) Change in the Company's management organization structure ;

d) Investment project or sale of Company's assets that are worth 35% or more of the total assets of the Company based on the most recent audited financial statements.

dd) Reorganization or dissolution of the Company;

2. A resolution of the General Meeting of Shareholders shall be passed by voting at the meeting if it is approved by shareholders holding more than 50% of the total number of votes of all attending and voting shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprise.

3. Resolutions approved with 100% voting shares by the General Meeting of Shareholders shall have immediate validity and effect despite procedural errors in convening the meeting and in the approval of such resolutions.

**Article 24. Competence and formalities to obtain shareholder opinions in writing to approve decisions of the General Meeting of Shareholders**

Competence and formalities to obtain shareholder opinions to approve decisions of the General Meeting of Shareholders shall comply with following regulations:

1. The Board of Directors has the right to obtain shareholder opinions in writing to approve decisions of the General Meeting of Shareholders if deemed necessary for the benefit of the Company, including issues specified in Clause 2, Article 147 of the Law on Enterprise and Clause 2, Article 17 of this Charter.

2. The Board of Directors must prepare absentee ballots, draft resolutions of the General Meeting of Shareholders and other documents explaining the draft resolutions and send them to eligible shareholders at least 10 days before the expiration date of receipt of the ballot. Requirements and formalities for sending the ballot and attached documents shall comply with Clause 3, Article 20 of this Charter.

3. An absentee ballot shall contain:

a) Name, enterprise registration number and address of head office.

b) Purpose.

c) Full name, contact address, nationality, ID number, passport or other lawful personal identification of shareholders who are persons; or name, enterprise registration number or establishment decision number, address of head office of shareholders as organizations or name, contact address, nationality, ID number or other lawful personal identification of representatives of shareholders that are organizations; and number of shares of each type and number of votes of each shareholder.

d) Issues that need voting for approval.

dd) Voting options, including affirmative, negative and abstentions on each issue.

e) Deadline for submitting completed absentee ballots to the Company.

g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders can send completed absentee ballots to the Company via mail, fax or email in the following manners:

a) By mail: Absentee ballots must have the signature of a shareholder who is a person or an authorized representative or a legal representative of a shareholder who is an organization. Every absentee ballot sent to the company must be put into sealed envelopes. Envelopes must not be opened before vote counting.

b) By fax or email: Absentee ballots sent by fax or email must be kept confidential until

vote counting.

c) Absentee ballots sent to the Company after the deadline written therein, absentee ballots sent by mail in envelopes that are opened or absentee ballots sent by fax or email that are revealed before vote counting are all invalid. If an absentee ballot is not submitted, it will be excluded from voting.

5. The Board of Directors shall count votes and make vote counting minutes under the supervision from the Supervisory Board or shareholders who do not hold managerial positions in the Company. Vote counting minutes must contain following information:

- a) Name, enterprise registration number and address of the head office.
- b) Purposes and issues that need to be voted for approving the resolution.
- c) Number of shareholders and total number of votes cast — in which separate numbers of valid and invalid votes are separated — and methods of sending ballots are enclosed with the list of voting shareholders.
- d) Total number of affirmative votes, negative votes and abstentions on each issue.
- e) Approved issues and corresponding ratio of affirmative votes.
- f) Full name and signature of the Chairperson, vote counters and vote counting supervisors.

Members of the Board of Directors, vote counters and vote counting supervisors are jointly responsible for the truthfulness and accuracy of the vote counting minutes as well as for damages caused by decisions approved by the General Meeting of Shareholders because of untruthful or incorrect vote counting.

6. The vote counting minutes shall be sent to all shareholders within 15 days from the completion date of vote counting. If the Company has a website, then the vote counting minutes may be posted on the website instead of being sent to all shareholders within 24 hours from the completion of vote counting.

7. Absentee ballots, vote counting minutes, approved resolutions and relevant documents enclosed with ballots shall be kept at the Company's head office.

8. Resolutions approved by absentee voting must be approved by a number of shareholders representing more than 50% of voting shares and are as valid as those approved at meetings of the General Meeting of Shareholders.

#### **Article 25. Resolutions and minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in writing and can be recorded in audio or other electronic means. Meeting minutes must be made in Vietnamese and may be made in other languages and have the following information:

- a) Name, enterprise registration number and address of the head office.
- b) Time and location of the General Meeting of Shareholders.
- c) Meeting agenda and content.
- d) Full names of the Chairperson and Secretaries.
- dd) Summary of the meeting and opinions expressed at the General Meeting of Shareholders for issue on the agenda.

e) Number of shareholders and total number of votes of attending shareholders, list of registered shareholders or representatives of shareholders with corresponding amount of shares and votes.

g) Total number votes on each issue, specifying the voting method and numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions as well as the corresponding ratio to total votes of attending shareholders.

h) Approved issues and corresponding ratio of affirmative votes.

i) Full name and signatures of the Chairperson and Secretaries. In case the Chairperson and Secretaries refuse to sign the meeting minutes, then the meeting minutes shall have full effect if signed by the remaining members of Board of Directors attending the General Meeting of Shareholders and have the full information as required by this Clause. Meeting minutes shall clearly mention that the Chairperson and Secretaries have refused to sign meeting minutes.

2. Meeting minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretaries or other persons who sign the meeting minutes are jointly responsible for the truthfulness and accuracy of meeting minutes.

3. Meeting minutes made in Vietnamese and other languages shall have equal legal effectiveness. In case of any discrepancies between Vietnamese version and other language versions, the Vietnamese version shall prevail.

4. Resolutions, meeting minutes of the General Meeting of Shareholders, list of registered shareholders with signatures, appointments of authorized representatives and relevant documents, and documents relating to invitation to the General Meeting of Shareholders must be disclosed in accordance with regulations on disclosure of information on the securities market and kept at the Company's head office.

#### **Article 26. Request for annulment of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving resolutions, meeting minutes of the General Meeting of Shareholders or the vote counting minutes, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprise may request a court or arbitral tribunal to consider and annul resolutions of the General Meeting of Shareholders — either in whole or in part — in the following cases:

1. Procedures for convening meetings or absentee voting and making decisions of the General Meeting of Shareholders seriously violate the Law on Enterprise and this Charter — except for the case specified in Clause 3, Article 23 of this Charter.

2. Content of resolutions contravene the law and/or the Company's charter.

#### **VII. BOARD OF DIRECTORS**

##### **Article 27. Nomination of members for the Board of Directors**

1. When candidates have been identified, the Company must release public information about the candidates on the Company's website at least 10 days before the opening day of the General Meeting of Shareholders so that shareholders can learn about the candidates before

voting. Candidates for the Board of Directors must make a written commitment regarding the truthfulness and accuracy of their information and commit to perform their duties in the best interests of the Company if they are elected as members of the Board of Directors. Published information related to candidates of the Board of Directors must include:

- a) Full name and date of birth.
- b) Educational qualifications.
- c) Work experience.
- d) Other managing positions (including being members of the Board of Directors at other companies).
- e) Interests related to the Company and other related parties to the Company.
- f) Other information (if any) as prescribed by this Charter.
- g) A public company shall be responsible for disclosing information about companies in which candidates are members of Board of Directors, other management titles and interests related to companies of candidates for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's charter. Details are as follows:

Shareholders — or a group of shareholders — owning from 10% to less than 20% of total shares have the right to nominate at most one member; nominate at most two members in the case of owning from 20% to less than 30%; nominate at most three members in the case of owning from 30% to less than 40%; nominate at most four members in the case of owning from 40% to less than 50%; nominate at most five members in the case of owning from 50% to less than 60%; nominate at most six members in the case of owning from 60% to less than 70%; nominate at most seven members in the case of owning from 70% to less than 80%; and nominate maximum number of members of the Supervisory Board in the case of owning from 80% or more.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as prescribed by Clause 5, Article 115 of the Law on Enterprises, then the incumbent members of the Board of Directors shall introduce more candidates or organize nomination as prescribed by the Company's Charter, internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of additional candidates by incumbent members of 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 the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clause 1, 2 Article 155 of the Law on Enterprises and the Company's Charter.

**Article 28. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is at least five (5) people and at most eleven (11) people.

2. The term of members of the Board of Directors shall not exceed five (5) years and members may be re-elected with an indefinite number of terms. An individual may only be elected

as an independent member of the Board of Directors of a company for no more than two (2) consecutive terms. In case all members of the Board of Directors end their terms, such members shall continue to be members of the Board of Directors until new members are elected to replace them.

3. The structure of the Board of Directors is as follows:

The Board of Directors shall consist of a Chairman, a Vice Chairman, and other members.

In which:

a) The composition of the Board of Directors of a public company must ensure the following minimum number of non-executive members:

- At least one (01) non-executive member in the case where the Board of Directors consists of from three (03) to five (05) members;

- At least two (02) non-executive members in the case where the Board of Directors consists of from six (06) to eight (08) members;

- At least three (03) non-executive members in the case where the Board of Directors consists of from nine (09) to eleven (11) members.

The Company minimizes members of the Board of Directors concurrently holding executive titles of the Company to ensure independence of the Board of Directors.

b) The total number of independent members of the Board of Directors must comply with following provisions:

- Have at least one (1) independent member in case the Company has a number of members of the Board of Directors from three (3) to five (5) members.

- Have at least two (2) independent members in case the Company has a number of members of the Board of Directors from six (6) to eight (8) members.

- Have at least three (3) independent members in case the Company has a number of members of the Board of Directors from nine (9) to eleven (11) members.

4. Members of the Board of Directors shall no longer be members of the Board of Directors in case they are dismissed or replaced by the General Meeting of Shareholders as prescribed by Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be published in accordance with provisions of the Law on information disclosure on the securities market.

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

#### **Article 29. Rights and obligations of the Board of Directors**

1. The Board of Directors is the management agency of the Company and has the right in the name of the Company to decide and perform rights and obligations of the Company — except for rights and obligations under authority of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors shall be governed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) To decide the Company's strategy, medium-term development plan and annual

business plan.

b) To recommend types of shares and the total number of shares entitled to be offered for sale of each type.

c) To decide to sell unsubscribed shares within the number of shares entitled to be offered for sale of each type and on raising capital in other forms.

d) To decide the offering price of shares and bonds issued by the Company; to decide on the issuance of bonds to the public, including but not limited to the issuance plan, the plan for utilization and repayment of proceeds from the public offering of bonds; to decide on the listing of bonds on the securities trading system; and to approve dossiers and carry out related procedures.

e) To decide share buybacks as prescribed by Clauses 1 and 2, Article 133 of the Law on Enterprises.

f) To decide investment plans and investment projects within the authority and limits of the Board of Directors as prescribed by Law.

g) To decide solutions for market development, marketing and technology.

h) To approve contracts for purchase, sale, borrowing, lending and other transactions that are worth at least 35% or more of the total value of assets recorded in the latest financial statements and contracts and transactions under the authority of the General Meeting of Shareholders as prescribed by Point d, Clause 2 of Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises.

i) To elect and dismiss the Chairperson; appoint, dismiss, sign or terminate contracts with General Director and other important executives prescribed by the Company's Charter; decide on salary, remuneration, bonuses and other interests of such executives; nominate authorized representatives to participate in the Members' Council or the General Meeting of Shareholders at other companies and decide remuneration levels and other interests of such persons.

j) To supervise and direct the General Director and other executives in managing the day-to-day business of the Company.

k) To decide on the organizational structure and internal regulations on corporate governance; decide to establish subsidiaries, branches, representative offices and capital contribution and purchase of shares of other companies.

l) To approve the agenda and documents for meetings of the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders or consult with the General Meeting of Shareholders to approve resolutions.

m) To propose audited annual financial statements to the General Meeting of Shareholders.

n) To recommend the dividend rate and decide the timing and procedures for paying dividends or deal with losses in the course of business.

o) To recommend the reorganization or liquidation of the Company and/or file for bankruptcy.

p) To decide on the promulgation of the operation regulations of the Board of Directors

and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; decide on the promulgation of operation regulations of the Audit Committee that is directly under the Board of Directors and regulations on information disclosure of the Company.

q) Other rights and obligations in accordance with the Law on Enterprises, Law on Securities, other provisions of law and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors as prescribed by Article 280 of Decree No. 155/2020/ND-CP, dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

### **Article 30. Remuneration, bonuses and other benefits for members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results.

2. Members of the Board of Directors are entitled to receive remuneration and bonuses.

Remuneration is calculated based on the number of days required to complete the duties of members of the Board of Directors and the remuneration rate per day. The Board of Directors estimates remuneration for each member on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual general meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, is represented in separate items in the Company's annual financial statements and must be reported to the annual General Meeting of Shareholders.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at sub-departments of the Board of Directors or performing other tasks outside of the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a one-time fee for each installment, salary, commission, percentage of profit or otherwise as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be refunded for all travel, accommodation and other reasonable expenses that they incur when they perform their responsibilities, including expenses relating to the General Meeting of Shareholders, meetings of the Board of Directors or meetings of sub-departments of the Board of Directors.

6. Members of the Board of Directors may receive professional liability insurance purchased by the Company after the approval of the General Meeting of Shareholders. This insurance does not include insurance for responsibility of members of the Board of Directors in connection with violations of law and the Company's Charter.

### **Article 31. Chairperson**

1. The Chairperson is elected from members of the Board of Directors or dismissed by members of the Board of Directors.



2. The Chairperson must not act as General Director.
3. The Chairperson has the following rights and obligations:
  - a) To prepare operation plans for the Board of Directors.
  - b) To prepare the agenda, content and documents for meetings as well as convene and preside at meetings of the Board of Directors.
  - c) To organize processes to approve resolutions and decisions of the Board of Directors.
  - d) To supervise the implementation of resolutions and decisions of the Board of Director.
  - e) To preside at meetings of the General Meeting of Shareholders.
  - f) Other rights and obligations as prescribed by the Law on Enterprise and the Company's Charter.
4. In case the Chairperson resigns or is dismissed, then the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal.
5. In case the Chairperson is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairperson on the principles specified in the Company's Charter. In case there is not any authorized person or the Chairperson dies, is missing, detained, imprisoned, under administrative measures at a mandatory drug treatment facility or mandatory educational facility, fleeing, restricted or losing his/her civil act capacity, having difficulty in perception, mastering acts, or banned from holding certain duties by courts, practicing certain occupations or doing certain jobs, the remaining members of the Board of Directors shall elect one of them to become the Chairperson via a majority vote or until a new decision of the Board of Directors is issued.

### **Article 32. Meetings of the Board of Directors**

1. The Chairperson is elected at the first meeting of the Board of Directors within seven (7) working days from the date of election of members of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member who has the highest and equal number of votes or the highest percentage of votes, then members will select one of them via a majority vote to convene the meeting.
2. The Board of Directors must have at least one meeting per quarter and may have extraordinary meetings.
3. The Chairperson convenes a meeting of the Board of Directors in the following cases:
  - a) At the request of the Supervisory Board or independent members of the Board of Directors.
  - b) At the request of the General Director or at least five (5) other executives.
  - c) At the request of at least two (2) members of the Board of Directors.
4. The proposal specified in Clause 3 of this Article must be made in writing and clearly state the purpose and issues to be discussed and decided within authority of the Board of Directors.
5. The Chairperson must convene a meeting of the Board of Directors within seven (7) working days after receiving the proposal specified in Clause 3 of this Article. In case of not

convening a meeting of the Board of Directors, the Chairperson shall be liable for damages caused to the Company. Individuals specified in Clause 3 of this Article have the right to convene a meeting of the Board of Directors.

6. The Chairperson or convener of the meeting of the Board of Directors must send invitation notices no later than three (3) working days before the meeting date. The meeting invitation must specify the meeting time, venue and agenda in addition issues to be discussed and decided. Documents used at the meeting and ballots must be attached to the meeting invitation.

A notice of invitation to the meeting of the Board of Directors can be sent by letter of invitation, telephone, fax, electronic means or other methods prescribed by the Company's Charter and be guaranteed to reach registered contact address of each member of the Board of Directors.

7. The Chairperson or the convener needs to also send the notice of invitation and accompanying documents to members of the Supervisory Board.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and have the right to participate in discussion but not to vote.

8. Meetings of the Board of Directors are conducted when at least three-fourths (3/4) of the total number of members attend the meeting. In case there are not enough members, the meeting shall be convened for the second time within seven (7) days from the date of the planned first meeting. In this case, the meeting will be conducted if more than half (1/2) of members attend the meeting.

9. Members of the Board of Directors are deemed to attend and vote at meetings of the Board of Directors in the following cases:

- a) Attending and voting at the meeting.
- b) Authorizing others to attend and vote at the meeting as prescribed by Clause 11 of this Article.
- c) Attending and voting through online conferences, electronic voting or other electronic forms.
- d) Sending ballots to meetings via mail, fax or email.

10. In the case of sending ballots to the meeting via mail, ballots must be contained in a sealed envelope and be forwarded to the Chairperson no later than one (1) hour before the opening of the meeting. Ballots are opened only in the witness of all attendees.

11. Members must attend all meetings. Members may authorize others to attend meetings and vote if they are approved by other members of the Board of Directors via a majority vote.

12. Resolutions and decisions of the Board of Directors are passed with a majority vote. In the case the number of affirmative votes and number of negative votes are equal, then the Chairperson will make the final decision.

### **Article 33. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of developing policy, human resources, salary, internal audit and risk management. The number of members of the sub-committee is decided by the Board of Directors but there must be least three (3) people, including members of the Board of Directors and external members. The operation of the sub-

committee must comply with regulations of the Board of Directors. Resolutions of the sub-committee are effective only when a majority of members attend and vote at meetings of the sub-committee.

2. The implementation of decisions of the Board of Directors or sub-departments under the Board of Directors must comply with current legal provisions, the provisions of the Company's Charter and internal regulations on corporate governance.

#### **Article 34. Individuals in charge of corporate governance**

1. The Board of Directors must appoint at least one (1) person who is in charge of corporate governance to support the corporate governance of the Company. The person who is in charge of corporate governance may concurrently act as secretary of the Company as prescribed by Clause 5, Article 156 of the Law on Enterprises.

2. The person who is in charge of corporate governance must not simultaneously work for the approved auditing organization that is auditing the Company's financial statements.

3. The person who is in charge of corporate governance has following rights and obligations:

a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders.

b) To prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board.

c) To advise on meeting procedures.

d) To attend meetings.

e) To advise on procedures for preparing resolutions of the Board of Directors in accordance with the law.

f) To provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and Supervisory Board.

g) To supervise and report to the Board of Directors regarding the Company's information disclosure activities.

h) To be a contact between parties with related interests.

i) To maintain confidentiality of information in accordance with the law and the Company's Charter.

j) Other rights and obligations as prescribed by Law and the Company's Charter.

### **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 35. Organization of management structure**

The management structure of the Company must ensure that the management team bears responsibility before the Board of Directors and its daily activities are subject to inspection and supervision of the Board of Directors. The company has a General Director, Deputy General Directors, Chief Accountant and other managing positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be ratified by resolutions of the Board of Directors.

### **Article 36. Executives**

1. Executives include a Board of Management (General Director and Deputy General Directors), Chief Accountant and other managing positions as prescribed by this Charter.

2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the quantity and quality consistent with the structure and management regulations of the Company regulated by the Board of Directors. The executives must be diligent to support the Company to achieve its operational and organizational goals.

3. The General Director will receive a salary and bonus. The salary and bonus shall be decided by the Board of Directors.

4. Executive salaries will be recognized as operating expenses of the Company in accordance with the law on corporate income tax and presented separately in annual financial statements of the Company and reported to the General Meeting of Shareholders.

### **Article 37. Appointment, removal and duties & powers of the General Director**

1. The Board of Directors shall appoint one (1) member of the Board of Directors or hire an another person to undertake the position of General Director.

2. The General Director shall manage the Company's day-to-day business operation and is supervised by as well as responsible before the Board of Directors and the law in performing his/her assigned rights and duties.

3. The General Director shall have a term of up to five (5) years and may be reappointed indefinitely. The General Director is not a person prohibited to hold this position by law provisions and he/she must comply with the standards and regulations of the law and the Company's Charter.

4. The General Director shall have following rights and obligations:

a) To make decisions on all matters arising from the day-to-day business operation of the Company that do not fall within the authority of the Board of Directors.

b) To implement resolutions and decisions of the Board of Directors.

c) To implement the business plan and investment strategy of the Company.

d) To propose corporate structuring plans and internal management regulations.

dd) To appoint, dismiss and remove executives — except those who are appointed, dismissed or removed by the Board of Directors.

e) To decide on salaries and other benefits of employees, including executives appointed under authority of the General Director.

g) To hire employees.

h) To propose the dividend plan or settlement of losses of the Company.

i) Other rights and obligations of prescribed laws, the Company's Charter and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if it is approved by a majority of Board members in a meeting and appoint a new General Director for a replacement.

## **IX. SUPERVISORY BOARD**

### **Article 38. Nomination of members for the Supervisory Board**

1. The nomination of members of the Supervisory Board shall be implemented similar to the provisions in Clauses 1 and 2, Article 27 this charter.

2. In case the number of candidates for the Supervisory Board through nomination and self-nomination fails to reach the required number, the current Supervisory Board may nominate additional candidates or organize the nomination in accordance with the mechanism prescribed by the Company's Charter, internal regulations on corporate governance and operating regulations of the Supervisory Board. The mechanism of nominating candidates by the Supervisory Board must be published clearly before the General Meeting of Shareholders votes to elect members for the Supervisory Board as prescribed by law.

#### **Article 39. Members of the Supervisory Board**

1. The number of members of the Supervisory Board of the Company is from three (3) to five (5) people. Members of the Supervisory Board have a term of office of up to five (5) years and can be re-elected for an indefinite number of terms.

2. A member of the Supervisory Board must meet the criteria and conditions prescribed by Article 169 of the Law on Enterprises and must not:

a) Work in the accounting and finance department of the Company.

b) Be a member or employee of the independent audit firm auditing the financial statements of the Company over the last three (3) years.

3. A member of Supervisory Board shall be dismissed in following cases:

a) If he/she no longer satisfies the standards and conditions for members of Supervisory Board prescribed by Clause 2 of this Article.

b) Submission of resignation letter and obtaining approval to resign.

4. A member of Supervisory Board shall be removed from his/her position in following cases:

a) If he/she fails to fulfill assigned tasks or duties.

b) If he/she fails to exercise his/her rights and obligations for six (6) consecutive months — except in the case of force majeure.

c) If he/she commits serious or repeated violations against the obligations of members of the Supervisory Board as prescribed by the Law on Enterprises and the Company's Charter.

d) Other cases by decisions of the General Meeting of Shareholders.

#### **Article 40. Head of the Supervisory Board**

1. The Supervisory Board shall select one member to become the Head of the Supervisory Board. The Head of the Supervisory Board shall be elected and dismissed under majority rule. The rights and obligations of the Head of the Supervisory Board shall be specified in the Company's charter. More than half of members of the Supervisory Board shall have permanent residences in Vietnam. The Head of the Supervisory Board should have a bachelor's degree in economics, finance, accounting, auditing, law, business administration or a major that is relevant to the Company's business operation.

2. The Head of Supervisory Board shall have following rights and obligations:

a) To convene meetings of the Supervisory Board.

b) To request the Board of Directors, General Director and other executives to provide relevant information to report to the Supervisory Board.

c) To prepare and sign reports of the Supervisory Board after asking the Board of Directors to give comments before submitting reports to the General Meeting of Shareholders.

#### **Article 41. Rights and obligations of the Supervisory Board**

The Supervisory Board shall have rights and obligations as prescribed by Article 170 of the Law on Enterprises as well as the following rights and obligations:

1. To propose and recommend the General Meeting of Shareholders to approve a list of independent audit firms for auditing the financial statements of the Company as well as decide the approved audit firm to inspect the Company's operation and remove approved auditors if necessary.

2. To bear responsibility before shareholders for monitoring activities.

3. Supervise financial status of the Company, compliance of activities of members of the Board of Directors, the General Director and other executives.

4. To ensure coordination with the Board of Directors, General Director and shareholders.

5. In case of a violation against regulations of law or the Company's Charter committed by a member of the Board of Directors, General Director or other executives, it must be notified in written to the Board of Directors within 48 hours and the Supervisory Board must ask offenders to stop violation and find solutions.

6. To prepare operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders as prescribed by Article 290 of Decree No. 155/2020/NĐ-CP, dated December 31, 2020, providing detailed provisions and guidelines for implementing certain articles of the Law on Securities.

8. Have the right to access the Company's documents at the head office, branches and other locations as well as enter the workplaces of executive and employee during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, General Director and other executives to fully and promptly provide information and documents relating to operation and administration of the Company.

10. Other rights and obligations as prescribed by the law and this Charter.

#### **Article 42. Meetings of the Supervisory Board**

1. The Supervisory Board must hold meetings at least two (2) times a year and a meeting can only be held when at least two-thirds (2/3) of members of the Supervisory Board attend. Meeting minutes of the Supervisory Board shall be prepared in detail. Meeting minutes must be signed by members of the Supervisory Board who attend meetings and the person who prepares meeting minutes. The minutes must be carefully kept to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request the Board of Directors, General Director and representative of the approved audit firm to attend and address issues that need to be clarified.

**Article 43. Salary, bonuses and other benefits of members of the Supervisory Board**

The salary, bonuses and other benefits of members of the Supervisory Board shall be implemented as follows:

1. Members of the Supervisory Board will receive salary, bonuses and other benefits that are pursuant to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides total salary, bonuses, other benefits and annual operating budget of the Supervisory Board.

2. Reasonable costs for food, accommodation, travel and independent counseling services of members of the Supervisory Board shall be reimbursed. This cost must not exceed the annual operating budget of the Supervisory Board that is approved by the General Meeting of Shareholders — unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating costs of the Supervisory Board shall be recorded as the Company's expenses in accordance with regulations of the law on corporate income tax and relevant laws and presented in a separate section in the Company's annual financial statement.

**X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Board members, members of the Supervisory Board, the General Director and other executives are responsible for executing their duties honestly for the benefit of the Company, including duties as members of sub-committees of the Board of Directors.

**Article 44. Truthful responsibilities and avoidance of conflicts of interest**

1. Members of the Board of Directors and Supervisory Board as well the General Director and other executives must disclose their related interests as prescribed by the Law on Enterprises and other relevant laws.

2. Board members, members of Supervisory Board, the General Director, other executives and their related parties shall only use information obtained via their positional influence in the interests of the Company.

3. Members of the Board of Directors and Supervisory Board as well as the General Director and other executives shall be obliged to inform in writing to the Board of Directors and Supervisory Board about transactions between the Company, subsidiaries and other companies with 50% or more of charter capital controlled by the Company and itself or its related persons in compliance with the law. After the aforementioned transactions are approved by the General Meeting of Shareholders or Board of Directors, the Company must publish related resolutions in accordance with provisions of the Law on Securities governing the disclosure of information.

4. Members of the Board of Directors are not allowed to vote for transactions that are beneficial for these members or their related persons in compliance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors and Supervisory Board as well as the General Director, other executives and their related persons must not use or disclose insider information to others to carry out related transactions.

6. Transactions between the Company and one or more members of Board of Directors,

members of the Supervisory Board, General Director, other executives and their related persons and organizations shall not be void in following cases:

a) Any transaction that has a total value of less than or equal to 35% of the total value of assets recorded in the latest financial statements, key contract/transaction terms as well as relationships and interests of a member of Board of Directors, a member of the Supervisory Board, General Director and other executives are reported to and approved by members of the Board of Directors who do not have relevant interests via majority votes.

b) Any transaction that has the total value of more than 35% or transaction leading to total transaction value arising within 12 months from the date of the first transaction of 35% or more of the total value of assets recorded in the latest financial statements, key contract/transaction terms as well as relationships and interests of a member of Board of Directors, a member of the Supervisory Board, the General Director and other executives are reported to and approved by members of the Board of Directors who do not have relevant interests via majority votes.

#### **Article 45. Responsibilities for damage and compensation**

1. Board members, members of Supervisory Board, the General Director and other executives who violate their truthful responsibilities and prudent obligations or fail to fulfill their obligations shall bear responsibility for damage caused by their acts of violation.

2. The Company shall pay compensation for those who have, are or may become a party involved in a complaint, lawsuit or prosecution (including civil and administrative cases — not lawsuits initiated by the Company as the petitioner) if that person was or is a member of the Board of Directors or Supervisory Board, General Director, other executive, employee or representative authorized by the Company worked or is working honestly, prudently and diligently for the interests of the Company on the basis of compliance with law and there is no evidence to confirm that the person has violated his/her responsibilities.

3. Compensation expenses include judgment expense, fines and payables arising in reality (including attorney's fees) when dealing with these cases within the framework of law. The Company can buy insurance for these people to avoid the aforementioned compensation liability.

### **XI. RIGHTS TO INSPECT BOOKS AND DOCUMENTS OF THE COMPANY**

#### **Article 46. Rights to inspect books and documents**

1. Ordinary shareholders have the right to inspect books and documents of the Company as follows:

a) Ordinary shareholders have the right to review, inspect and extract information regarding names and contact addresses from the shareholder register; request to correct his/her inaccurate information; review, inspect, extract or copy the charter of the Company, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.

b) A shareholder or group of shareholders owning five-percent (5%) or more of total ordinary shares has the right to review, inspect, extract minutes and resolution numbers, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions that need to be approved by the Board of Directors and other documents — except for documents relating to trade secrets and business secrets of the

Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect the books and documents of the Company, there must be a power of attorney of such shareholder or group of shareholders that the person represents or a notarised copy of the power of attorney.

3. Members of the Board of Directors and Supervisory Board, the General Director and other executives have the right to check the shareholder register of the Company, list of shareholders, books and other documents of the Company for purposes relating to their positions — such information must be kept confidential.

4. The Company must keep this Charter and all amendments to the Charter, business registration certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Boards of Directors, minutes of the General Meeting of Shareholders and the Boards of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and any other documents as prescribed by law at the head office or another place provided that shareholders and the business registration agency are informed of the address.

5. The Company's Charter must be published on the Company's website.

## **XII. EMPLOYEES AND UNION**

### **Article 47. Employees and union**

1. The General Director shall make and propose plans related to recruitment, employee severance, salary, social insurance, benefits, rewards and discipline for employees and executives to the Board of Directors for approval.

2. The General Director shall make and propose plans relating to the Company's relationship with the trade union under the best standards and practices as well as management policies, practices and policies prescribed by this Charter, the Company's regulations and current laws to the Board of Directors for approval.

## **XIII. PROFIT DISTRIBUTION**

### **Article 48. Profit distribution**

1. The General Meeting of Shareholders shall decide the dividend rate and form of annual dividend payment. The source for dividend payment is from retained earnings.

2. The Company shall not pay interest related to dividends, payment related to the dividend payment or payment related to a class of shares.

3. The Board of Directors may request the General Meeting of Shareholders to approve payment of a full dividend or a portion of dividend in the form of share dividend; the Board of Directors shall execute this decision.

4. In case a dividend or other payables related to a class of shares are paid in cash, then the Company shall pay in VND. The payment can be done directly or through banks based on bank information provided by shareholders. In case the Company transfers money based on bank information provided by shareholders but the shareholders do not receive money, then the Company will not be responsible for the amount of money that the Company transferred to the

shareholders. Payment of a dividend related to shares listed on the stock exchange will be implemented via securities companies or the Vietnam Securities Depository.

5. Pursuant to the Law on Enterprises and Law on Securities, the Board of Directors shall approve and issue resolutions to determine a specific date to close the shareholder register. Shareholders whose names are in shareholder register at that date are eligible to receive a dividend (either in cash or shares), notice or other documents.

6. Other issues related to profit distribution shall comply with the law.

#### **XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGULATIONS**

##### **Article 49. Bank account**

1. The Company shall open bank accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.

2. Under approval from a competent authority, in case of necessity, the Company may open bank accounts in foreign countries in accordance with provisions of law.

3. The Company shall make all payments and transactions through bank accounts in VND or foreign currencies at banks that the Company opens accounts.

##### **Article 50. Fiscal year**

The Company's fiscal year starts from January 1 each year and ends on December 31 each year. The first fiscal year starts from the date of the business registration certificate and ends on December 31 of that year.

##### **Article 51. Accounting regulations**

1. The Company must use an enterprise accounting system or special accounting system that is promulgated and approved by a competent authority.

2. The Company shall make accounting books in Vietnamese and keep accounting documents in accordance with provisions of accounting laws and relevant laws. Such documents must be precise, updated, systematic and adequate to prove and explain the Company's transactions.

3. The Company uses VND as accounting currency. If the Company's revenue and expenditures are mostly in a foreign currency, then the Company may use such foreign currency as accounting currency and has to bear legal responsibility for such action and notify its supervisory tax authority.

#### **XV. FINANCIAL STATEMENT, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATION**

##### **Article 52. Quarterly, mid-year and annual financial statements**

1. The Company shall prepare annual financial statements that must be audited in accordance with provisions of law. The Company shall publish its audited annual financial statements in accordance with law on the disclosure of information on the securities market and then submit them to competent authority.

2. Annual financial statements must include all reports, appendices and notes in accordance with provisions of law on corporate accounting. Annual financial statements must honestly and objectively reflect the operating situation of the Company.

3. The Company shall prepare and publish mid-year audited/reviewed financial statements and quarterly financial statements in accordance with provisions of law on information disclosure in the securities market and then submit them to a competent authority.

#### **Article 53. Annual report**

The Company must prepare and publish an annual report in accordance with law on securities and the securities market.

### **XVI. AUDIT OF THE COMPANY**

#### **Article 54. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one to audit financial statements of the Company for the next fiscal year based on terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to annual financial statement(s) of the Company.

3. Auditors who audit the Company's financial statements shall be allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to meetings of the General Meeting of Shareholders and express their opinions on issues related to the audit of financial statements of the Company.

### **XVII. SEAL**

#### **Article 55. Seal**

1. The seal is either made at a seal engraving facility or in the form of a digital signature in accordance with law on digital transactions.

2. The Board of Directors decides on the seal type, quantity, form and content of the seal of the Company, branches and/or representative offices of the Company (if any).

3. The Board of Directors and General Director shall use and manage the seal in accordance with effective laws.

### **XVIII. REORGANIZATION AND DISSOLUTION**

#### **Article 56. Reorganization**

1. The Company undergoes consolidation, merger, conversion after approval of the State Securities Commission.

2. Order and procedures for consolidation, merger and conversion as prescribed by the Law on Enterprise, the Law on Securities and relevant laws.

#### **Article 57. Dissolution**

1. The Company may be dissolved in following cases:

- a) The term of operation as stated in the Company's Charter ends without extension.
- b) Under resolutions or decisions of the General Meeting of Shareholders.
- c) The business registration certificate is revoked, unless otherwise prescribed by law on tax administration;
- d) Other cases as prescribed by the law.

2. Dissolution of the Company before expiration of its term of operation (including extended period) shall be decided by the General Meeting of Shareholders and implemented by

the Board of Directors. This decision on dissolution must be announced or approved by a competent authority (if required) as prescribed.

**Article 58. Extension of operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (7) months before the expiration date so shareholders can vote and extend the term of operation at the request of the Board of Directors.

2. Term of operation shall be extended if there is at least 65% of total votes of attendees and authorized representatives present at the meeting of the General Meeting of Shareholders.

**Article 59. Liquidation**

1. At least six (6) months before the expiration date or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee with three (3) members. Two (2) members are nominated by the General Meeting of Shareholders and Board of Directors appoints one (1) member from an independent audit firm. The Liquidation Committee shall prepare its operation regulations. Members of the Liquidation Committee can be selected from the employees of the Company or independent experts. All costs related to the liquidation shall be prioritized for being paid by the Company prior to other debts of the Company.

2. The Liquidation Committee shall report to the business registration agency on the date of establishment and date of commencement. Subsequently, the Liquidation Committee shall act on behalf of the Company in all work related to the liquidation of the Company before the court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

a) Liquidation costs.

b) Unpaid salaries, severance, social insurance and other benefits of employees according to the collective labor agreement and signed employment contracts.

c) Tax debts.

d) Other debts of the Company.

dd) The remaining balance after payment of all debts from the abovementioned Point a to d shall be distributed to shareholders. The preferred shares are prioritized for payment.

**XIX. SETTLEMENT OF INTERNAL DISPUTES**

**Article 60. Settlement of internal disputes**

1. In case of disputes or complaints related to the Company's operation, rights and obligations of shareholders as prescribed by the Law on Enterprises, Company's Charter, other legal provisions or agreements between:

a) Shareholders and the company.

b) Shareholders with the Board of Directors, Supervisory Board, General Director and other executives.

Related parties shall try to resolve disputes through negotiation and reconciliation. Except for disputes relating to the Board of Directors or the Chairperson, the Chairperson shall preside over settlement of disputes and require each party to present related information within 30 working days from the date of occurrence. In case of disputes related to the Board of Directors or the Chairperson, any

party may request the Supervisory Board to appoint an independent expert to act as a mediator for the settlement process.

2. In case of failure to achieve reconciliation within six (6) weeks from the beginning of reconciliation process or if the mediator's decision is not accepted by the parties, any party may settle the dispute via arbitral tribunal or court.

3. Each party shall pay their own costs related to negotiation and reconciliation procedures. Payment of court costs shall comply with the judgment of the court.

## **XX. SUPPLEMENTATION AND AMENDMENT OF CHARTER**

### **Article 61. Company Charter**

1. Supplementation and amendment of this Charter shall be reviewed and decided 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 that are different from the provisions of this Charter, the provisions of such law shall prevail and adjust operation of the company.

## **XXI. EFFECTIVE DATE**

### **Article 62. Effective date**

1. This charter including 21 Chapters and 62 Articles was approved by the General Meeting of Shareholders of Vietcap Securities Joint Stock Company on April 09th, 2021 and the General Meeting of Shareholders approved the effect of full text of this Charter. This Charter was amended for the 16<sup>th</sup> time on June 29<sup>th</sup>, 2026.

2. This Charter is made in two copies of equal value and are kept at the Company's head office.

3. This is the Company's only and official Charter.

4. Copies or excerpts from the Charter shall only be valid when there is signature of the Chairperson or signatures of at least half (1/2) of members of the Board of Directors.

**LEGAL REPRESENTATIVE**



The stamp is circular with a red border. The text inside the stamp reads: 'S. Q. D. S. T. C. P.' at the top, 'CÔNG TY CỔ PHẦN CHỨNG KHOÁN VIETCAP' in the center, and 'QUẬN 1 - T.P. HỒ CHÍ MINH' at the bottom. A blue ink signature is written over the stamp.

**TON MINH PHUONG**