

# **REGULATIONS ON OPERATION OF THE SUPERVISORY BOARD**

## **BAO MINH SECURITIES COMPANY**

*(Issued with Resolution No. QL/2026-BMSC/NQ-DHĐCD dated January 10th, 2026  
of the 2025 Ad hoc General Meeting of Shareholders of Bao Minh Securities Company)*



**Ho Chi Minh City, January 2026**

## REGULATIONS ON OPERATION OF THE SUPERVISORY BOARD

BAO MINH SECURITIES COMPANY



- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020 elaborating a number of Articles of the Law on Securities;
- Pursuant to the Circular no. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles about corporate governance of public companies specified in the Government's Decree no. 155/2020/NĐ-CP dated December 31, 2020 elaborating a number of articles of Law on Securities;
- Pursuant to the Charter of Bao Minh Securities Company;
- Pursuant to Resolution No. 01/2026-BMSC/NQ-DHDCD dated 10/01/2026 of General Meeting of Shareholders;

The Supervisory Board promulgates the Regulations on operation of the Supervisory Board of Bao Minh Securities Company.

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## CHAPTER I. GENERAL PROVISIONS

### Article 1. Scope and regulated entities.

- 1.1. Scope: *These Regulations on the Operation of the Supervisory Board* stipulates organizational structure, operating principles, requirements, rights and obligations of the Supervisory Board and its members as prescribed by the *Law on Enterprises, the Company's Charter*, and other relevant regulations.
- 1.2. Regulated entities: the Supervisory Board and its members.

### Article 2. Operating principles.

The Supervisory Board operates based on the collective principle. Members of the Supervisory Board shall be personally responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and the law for the activities and decisions of the Supervisory Board.

- 5.3. Not be a relative of any member of the Board of Directors, the General Director or other managers.
- 5.4. Not be an executive officer of the Company and not be necessarily a shareholder or employee of the Company, unless otherwise prescribed by *the Company's Charter*.
- 5.5. Not work in the accounting or finance department of the Company.
- 5.6. Not be a member or employee of an approved auditing organization performing the audit of the Company's financial statements over the last three (03) years.
- 5.7. Other requirements prescribed by law and *the Company's Charter*.

#### **Article 6. Head of Supervisory Board.**

- 6.1. The Head of Supervisory Board shall have a bachelor's degree or higher in one (01) of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the Company.
- 6.2. The Head of the Supervisory Board shall not concurrently be a member of the Supervisory Board or an executive officer of another securities company.
- 6.3. The Head of Supervisory Board shall be elected by the Supervisory Board among its members; the election, dismissal and removal of the Head of Supervisory Board shall be carried out under the majority rule.
- 6.4. The rights and obligations of the Head of the Supervisory Board are prescribed by *the Company's Charter*.

#### **Article 7. Nomination and self-nomination of members of the Supervisory Board.**

- 7.1. A shareholder or a group of shareholders owning ten percent (10%) or more of the total common shares is entitled to nominate candidates to the Supervisory Board. The nomination of candidates to the Supervisory Board shall be carried out as follows:
  - a) Shareholders who forming a group to nominate candidates to the Supervisory Board must inform the shareholders attending the meeting of the group formation before the opening of the General Meeting of Shareholders;
  - b) Depending on the number of members of the Supervisory Board, the shareholder or group of shareholders prescribed in *this Clause 7.1* shall have the right to nominate one or multiple candidates to be a member of the Supervisory Board in accordance with the decision of the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors, the Supervisory Board and other shareholders.
- 7.2. If the number of candidates for the Supervisory Board through nomination and self-nomination is still insufficient compared to the required number as prescribed in *Clause 5 Article 115 of the Law on Enterprises*, the incumbent Supervisory Board shall nominate additional candidates or

**Article 10. Announcement of election, dismissal and removal of members of the Supervisory Board.**

10.1. Thông tin liên quan đến ứng cử viên Ban Kiểm soát được công bố bao gồm In case candidates for the Supervisory Board have been identified, the Company shall disclose information regarding such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders can study these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing duties honestly, prudently, and for the best interests of the Company if elected as a member of the Supervisory Board. Information regarding candidates for the Supervisory Board to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial positions;
- e) Related interests with the Company and related parties of the Company;
- f) Other information (if any);

The Company shall be responsible for disclosing information about the companies in which the candidates hold managerial positions and the related interests of the candidates with the Company (if any).

10.2. The announcement of the results of election, dismissal, or removal of members of the Supervisory Board shall be carried out in accordance with the regulations on information disclosures.

- 11.10. Utilize independent consultants and the internal audit department of the Company to perform assigned duties.
- 11.11. The Supervisory Board may consult with the Board of Directors before submitting its reports, conclusions, and recommendations to the General Meeting of Shareholders.
- 11.12. Inspect specific issues relating to the management and administration of the Company's operations at the request of shareholders.
- 11.13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
- 11.14. Convene the General Meeting of Shareholders in place of the Board of Directors within thirty (30) days in case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in *Clause 3 Article 140 of the Law on Enterprises*.
- 11.15. Request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.
- 11.16. Examine, extract, or copy part or all of the contents of the list of related persons and declared related interests prescribed in *Clause 1 and Clause 2 Article 164 of the Law on Enterprises*.
- 11.17. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's financial statements; the approved auditing organization to inspect the Company's operations when deemed necessary.
- 11.18. Be responsible to shareholders for its supervisory activities.
- 11.19. Supervise the financial situation of the Company, and the compliance with the law by members of the Board of Directors, the General Director, and other executives in their activities.
- 11.20. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
- 11.21. In case of discovering a violation of law or *the Company's Charter* by a member of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures.
- 11.22. Develop the Regulations on the Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- 11.23. Witness the vote counting by the Board of Directors and establish minutes of vote counting if requested by the Board of Directors in case of collecting written opinions of shareholders to pass a resolution of the General Meeting of Shareholders.
- 11.24. The Head of the Supervisory Board shall preside over the election by the General Meeting of Shareholders of a new chair for the meeting in case the Chairperson is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chair. In this case, the person receiving the highest number of votes shall chair the meeting.

## CHAPTER IV. MEETINGS OF THE SUPERVISORY BOARD

### Article 14. Meetings of the Supervisory Board.

- 14.1. The Supervisory Board must meet at least twice (02) a year; the number of attending members must be at least two-thirds (2/3) of the members of the Supervisory Board.
- 14.2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need to be clarified.

### Article 15. Minutes of the Supervisory Board meeting.

Minutes of Supervisory Board meetings shall be prepared in detail and clearly. The minute taker and members of the Supervisory Board attending the meeting must sign the meeting minutes. Minutes of Supervisory Board meetings must be stored to determine the responsibility of each member of the Supervisory Board.

Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

- 17.3.** Salaries and operating costs of the Supervisory Board shall be accounted as business expenses of the Company in accordance with the law on corporate income tax and other relevant regulations of law, and must be presented as a separate item in the annual financial statements of the Company.

#### **Article 18. Disclosure of relevant interests.**

- 18.1.** Members of the Supervisory Board must declare to the Company their related interests, including:
- a) Name, business ID numbers, head office address, and business lines of the enterprises which they own, or in which they hold contributed capital or shares; the ratio and timing of such ownership of contributed capital or shares;
  - b) Name, business ID numbers, head office address, and business lines of the enterprises which their related persons own, jointly own, or separately own contributed capital or shares of more than ten percent (10%) of the charter capital.
- 18.2.** The declaration prescribed in *Clause 18.1 of this Article* must be performed within seven (07) working days from the date the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such corresponding amendment or supplementation.
- 18.3.** Members of the Supervisory Board and their related persons may only use information obtained by virtue of their position to serve the interests of the Company.
- 18.4.** Members of the Supervisory Board have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, subsidiaries, or other companies in which the Company holds control of more than fifty percent (50%) of charter capital with members of the Supervisory Board or with related persons of members of the Supervisory Board in accordance with the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must perform information disclosure regarding these resolutions in accordance with the regulations of securities law on information disclosure.
- 18.5.** Members of the Supervisory Board and their related persons must not use or reveal internal information to others to conduct related transactions.

**CHAPTER VII.      IMPLEMENTATION  
CLAUSES**

**Article 22. Effectiveness of the Regulations.**

- 22.1. *The Regulations on the Operation of the Supervisory Board of Bao Minh Securities Joint Stock Company* consist of seven (07) Chapters, twenty two (22) Articles, and take effect from 10/01/2026.
- 22.2. Relevant units and individuals shall be responsible for organizing and implementing strictly in accordance with the provisions of *the Regulations*.
- 22.3. In case the provisions of law related to the operation of the Supervisory Board of Bao Minh Securities Joint Stock Company change and such changes have not been addressed in *the Regulations*, or if there are clauses in *the Regulations* that contradict the provisions of law, such provisions of law shall automatically apply and govern the operation of the Supervisory Board until amended, supplemented, or replacement regulations are issued.
- 22.4. Members of the Supervisory Board have the right to propose contents for amendment and supplementation; the Head of the Supervisory Board shall consolidate and adjust them to ensure compliance with the regulations of law from time to time and the operations of the Company. The amendment, supplementation, or replacement of these Regulations must be approved at the nearest General Meeting of Shareholders.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF SUPERVISORY BOARD**

(Signature, full name and seal)



TRƯỞNG BAN KIỂM SOÁT  
*Crần Văn Nghiêm*