

**TRANSLATION**

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**CHARTER**

**VPS SECURITIES JOINT STOCK COMPANY**

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**November 2025**

***THIS ENGLISH VERSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT LEGALLY BINDING.***

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## PREAMBLE

Based on compliance with and in accordance with relevant laws and regulations, this Charter of VPS Securities Joint Stock Company serves as the basis for and regulation governing all activities of VPS Securities Joint Stock Company.

This Charter of VPS Securities Joint Stock Company, resolutions of the General Meeting Of Shareholders of VPS Securities Joint Stock Company, resolutions and decisions of the Board Of Directors of VPS Securities Joint Stock Company and internal regulations, rules and processes of VPS Securities Joint Stock Company, when being adopted, approved and accepted duly and in accordance with relevant laws, will be the binding rules and regulations to conduct management, business and/or other activities of VPS Securities Joint Stock Company.

This Charter of VPS Securities Joint Stock Company supersedes the Charter of VPS Securities Joint Stock Company issued on April 25, 2025 (and the amended and supplemented appendices).

## CHAPTER I.

### DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation

1.1. In this Charter of VPS Securities Joint Stock Company, the following terms are construed as follows:

- a) "**Law On Enterprises**": refers to the Law On Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020, (and its amendments and supplements from time to time).
- b) "**Law On Securities** ": refers to the Law On Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019, (and its amendments and supplements from time to time).
- c) "**Charter**": refers to this charter of VPS Securities Joint Stock Company (and its amended and supplemented from time to time).
- d) "**Vietnam**": refers to the Socialist Republic of Vietnam.
- e) "**Company**": refers to VPS Securities Joint Stock Company.
- f) "**General Meeting Of Shareholders**": refers to the general meeting of shareholders of the Company.
- g) "**Board Of Directors**": refers to the board of directors of the Company.
- h) "**Board Of Management**": refers to the board of management of the Company, including: the General Director and the Deputy General Director of the Company. In each period, if the Company does not have a deputy general director, the mention of the "**Board Of Management**" refers to the general director of the Company.
- i) "**Board Of Supervisors** ": refers to the board of supervisors of the Company.

- j) **"Internal Control Division"**: refers to the internal control division of the Company or any department/unit/committee or other form performing equivalent functions as prescribed in this Charter.
- k) **"Internal Audit Division"**: refers to the internal audit division of the Company or any department/unit/committee or other form performing equivalent functions as prescribed in this Charter.
- l) **"Risk Management Division"**: refers to the risk management division of the Company or any department/unit/committee or other form performing equivalent functions as prescribed in this Charter.
- m) **"General Director"**: refers to the general director of the Company or any equivalent title pursuant to the Company's regulations or appointment decisions.
- n) **"Deputy General Director"**: refers to the deputy general director of the Company or any equivalent title pursuant to the Company's regulations or appointment decisions..
- o) **"Supervisor"**: refers to a member of Board Of Supervisors.
- p) **"Legal Representative"**: refers to the legal representative of the Company.
- q) **"Company Executive"**: refers to the executive officer of the Company, including the General Director, Deputy General Director, and its chief accountant.
- r) **"Company Manager"**: refers to the manager of the Company, including the chairperson of the Board Of Directors, member of the Board Of Directors, and the General Director.
- s) **"Related Person"**: refers to any individual or organization in accordance with the Law On Enterprises and the Law On Securities..
- t) **"Shareholder"**: refers to an individual or organization that owns at least 01 (one) share of the Company.
- u) **"Major Shareholder"**: refers to a Shareholder who holds 05% (five percent) or more of the Company's voting shares.<sup>1</sup>
- v) **"Charter Capital"**: refers to the total par value of sold shares or subscribed shares upon establishment of the Company and stipulates in Article 9 of this Charter.
- w) **"Date Of Establishment"**: refers to the date on which the Company was first granted its establishment and operation license.
- x) **"Term Of Operation"**: refers to the operational term of the Company as stipulated in Article 2 of this Charter, and the extended time (if any).
- y) **"Stock Exchange"**: means the Vietnam Stock Exchange and its subsidiaries.

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<sup>1</sup> Article 4.18 of the Law On Securities.

1.2. Interpretation:

- a) In this Charter, references to any regulation or document shall include amendments, supplements, or replacements thereof.
- b) The headings of sections, chapters, and articles in this Charter are used for the convenience of monitoring the content and shall not affect the content of the Charter.
- c) Other terms in this Charter shall be construed in accordance with the provisions of the Law On Enterprises and the Law On Securities (if there is no conflict in subject or context).

## **CHAPTER II.**

### **NAME, TYPE, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

2.1. Company Name:

- a) Full name in Vietnamese: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN VPS**
- b) English name: **VPS SECURITIES JOINT STOCK COMPANY**
- c) Abbreviation: **VPS**

2.2. Type of Company's Business:

The Company is a joint stock company, is granted an establishment and operation license in accordance with the provisions of the Law On Securities, and Enterprise Registration Certificate under the Law On Enterprises, and has legal personality, in accordance with the provisions of law.

2.3. Registered head office of the Company:

- a) Head Office Address: Office Area No. 65 Cam Hoi Street, Hai Ba Trung Ward, Hanoi, Vietnam<sup>2</sup>
- b) Phone: 024.7308 0188 Fax: 024.3974 3656
- c) Email: ketoanchiphi@vps.com.vn
- d) Website: [www.vps.com.vn](http://www.vps.com.vn)

2.4. Operation Network:

- a) The Company may establish branches, transaction offices, and representative offices in the business area inside and outside of Vietnam to perform the

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<sup>2</sup> Article 1.6 of Resolution No. 1656/NQ-UBTVQH15.

Company's operational objectives under the resolutions and decisions of the Board Of Directors and to the extent permitted by law.

- b) The Company's operation network includes: Head office, branches, transaction offices and representative offices established in accordance with the law and this Charter. The address, name, and information about the branch and transaction office are posted and updated regularly on the Company's website and in the documents of the competent authority.

2.5. Establishment and operation license:

Establishment and operation license No. 120/GP-UBCK issued by the State Securities Commission dated December 8, 2015, and adjusted licenses from time to time.

2.6. Term Of Operation:

Unless the operation is terminated before the time limit specified in Article 70 of the Charter or the extension of the operation as prescribed in Article 71 of the Charter, the Operation Term is indefinite.

**Article 3. Legal representative<sup>3</sup>**

- 3.1. The Company has 01 (one) legal representative. The Legal Representative must be the person who holds the position of General Director or Chairperson of the Board Of Directors.<sup>4</sup> The Board Of Directors shall decide and organize the change of the Legal Representative from time to time.

- 3.2. Rights and obligations of the Legal Representative: The Legal Representative is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a requester for the settlement of civil matters, plaintiffs, defendants, persons with related interests and obligations before the Arbitrator, the Court and other rights and responsibilities as prescribed by law.

- a) Rights of the Legal Representative:

- (i) Signing transactions and contracts under his/her jurisdiction on behalf of the Company or transactions and contracts approved by competent authorities;
- (ii) Authorizing others to exercise the rights and obligations of the Legal Representative in accordance with the Charter and relevant laws;
- (iii) Other rights as prescribed by relevant laws and this Charter.

- b) Obligations of the Legal Representative:

- (i) Performing the assigned rights and obligations in an honest, prudent, and best manner to procure the legitimate interests of the Company;
- (ii) Being loyal to the interests of the Company; not abusing his/her positions

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<sup>3</sup> Article 12 and Article 13 of the Law On Enterprises and Article 182 of Decree No. 155/2020/ND-CP.

<sup>4</sup> Article 182.I.a Decree No. 155/2020/ND-CP.

and using information, know-how, business opportunities, and other assets of the Company for personal gain, or serving the interests of other organizations and individuals;

- (iii) Promptly, thoroughly, and accurately notifying the Company of information in accordance with the law;
- (iv) Taking personal responsibility as prescribed by law for damage to the Company due to the breach of duties specified in Article 3.2.b of this Charter.

3.3. Authorization of the Legal Representative:

- a) When the Legal Representative leaves Vietnam, he/she must authorize in writing another person to reside in Vietnam in accordance with the law to exercise the rights and obligations of the Legal Representative.<sup>5</sup>
- b) In case the Legal Representative has not returned to Vietnam and has no other authorization at the expiration of the authorization period, the authorized person (as prescribed in Article 3.3.a forgoing) shall continue to perform the rights and obligations of the Legal Representative within the scope of authorization to the extent that the Legal Representative returns to work at the Company or until the Board Of Directors decides to appoint another person as the Legal Representative.<sup>6</sup>
- c) In case the Legal Representative is absent from Vietnam for more than 30 (thirty) days without authorizing another person to exercise the rights and obligations of the Legal Representative or dies, goes missing, is being examined for penal liability, is detained, is serving a prison sentence, is serving administrative penalty at a compulsory drug rehabilitation facility or compulsory education facility, is restricted or has lost his/her civil act capacity, has difficulties in cognition, control his/her behaviors, is prohibited by the court from holding certain positions, practicing certain professions or doing specific jobs, the Board Of Directors shall appoint another person to act as the Legal Representative.<sup>7</sup>

3.4. Courts and other competent authorities conducting proceedings, have the right to appoint Legal Representatives to participate in the proceedings in accordance with law.

### CHAPTER III.

#### OBJECTIVES, SCOPE OF BUSINESS, AND ACTIVITIES OF THE COMPANY

##### Article 4. Business lines and objectives of the Company

4.1. Business lines of the Company:

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<sup>5</sup> Article 12.3 of the Law On Enterprises.

<sup>6</sup> Article 12.4.b of the Law On Enterprises.

<sup>7</sup> Article 12.5 of the Law On Enterprises.

- a) The Company's business operations include:
  - (i) Securities brokerage;
  - (ii) Proprietary trading of securities;
  - (iii) Underwriting the issuance of securities;
  - (iv) Securities investment consulting.
- b) In addition to the business operations specified in Article 4.1.a forgoing, the Company may:
  - (i) Derivative securities trading;
  - (ii) Providing clearing and settlement services for derivative securities transactions;
  - (iii) Providing securities services such as: Securities depository, entrusting the management of investors' securities trading accounts and other financial services in accordance with the law;
  - (iv) Performing other activities in accordance with the law.
- c) The Company may supplement or withdraw one or several of the operations, business lines, and business activities stated in Article 4.1.a and Article 4.1.b forgoing after carrying out the procedures as prescribed by law.

4.2. Objectives of the Company's operations:

- a) The Company's operational objectives are to:
  - (i) Maximize customer profits;
  - (ii) Increase the value of the Shareholders;
  - (iii) Develop together with partners;
  - (iv) Take care of the lives of officials and employees.
- b) If any of the objectives specified in Article 4.2.a forgoing requires approval from the competent authority, the Company shall only perform such objective after being approved by the competent authority.

**Article 5. Scope of business activities and principles of operation of the Company**

5.1. Business Scope:

The Company is permitted to conduct business activities in accordance with the business operations, lines, and activities specified in this Charter, subject to approval by the State Securities Commission and relevant laws.

5.2. Operating Principle:<sup>8</sup>

- a) Principles of governance and administration activities:
  - (i) To comply with the provisions of the Law On Securities, the Law On

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<sup>8</sup> Article 3 and 4 of Circular No. 121/2020/TT-BTC.

Enterprise, the Charter, and other provisions of the law on corporate governance.

- (ii) To clearly delineate responsibilities among the General Meeting Of Shareholders, the Board Of Directors, the Board Of Supervisors and the Board Of Management under the Law On Securities, the Law On Enterprises and other provisions of laws.
- (iii) To establish a communication system with Shareholders to procure adequate information and fair treatment among Shareholders, ensuring the legitimate rights and interests of Shareholders.
- (iv) To establish an internal control system, risk management, and supervision, and prevent conflicts of interest within the Company and in transactions with Related Persons.
- (v) To Procure that employees working in the professional department must have securities practice certificates in accordance with the provisions of the Law On Securities and the securities market.

b) Principles of professional activities:

- (i) To promulgate and apply professional processes, internal control, and risk management processes, code of ethics in accordance with the Company's business operations, legal regulations, and actual conditions of the Company.
- (ii) Not to make investments on behalf of customers, except for the case of entrusting the management of securities trading accounts of individual investors in accordance with the provisions of law.
- (iii) To be responsible for being honest with customers, not infringing on the property, other legitimate rights and interests of customers; perform segregated management of each customer's assets, individual customers' assets from the Company's assets.
- (iv) To provide complete and honest information to customers.
- (v) Unless otherwise provided for by law, the Company, when providing services to customers, not to be allowed to directly or indirectly perform the following acts:
  - Deciding to invest in securities on behalf of clients;
  - Making agreements with customers to share profits or losses;
  - Advertising, presenting that the content, effectiveness, or methods of its securities analysis are of higher value than those of other securities companies;
  - Providing false information to lure or invite customers to purchase, or sell a specific type of securities;

- Providing false, fraudulent, or misleading information to customers;
- Other acts as prescribed by law.
- (vi) To implement the regime of accounting, auditing, statistics and financial obligations in accordance with law.
- (vii) To disclose information and report timely, completely, and accurately in accordance with the law.
- (viii) To develop information technology systems and backup databases to procure safe and continuous operation.
- (ix) To supervise securities transactions in accordance with the law.
- (x) To establish a specialized department, responsible for communicating with customers and resolving customer questions and complaints.
- (xi) To perform other obligations as prescribed by the Law On Securities and relevant laws.

#### **Article 6. The Company Rights**

- 6.1. The Company is entitled to exercise rights under the Law On Enterprise and the Law On Securities, including without limitation:
- a) To organize and perform operations, bussiness lines and activities that have been licensed, approved and/or permitted by law;
  - b) To establish branches, transaction offices, representative offices, or other forms of entity in accordance with the provisions of law.
- 6.2. To collect fees and charges according to the charge, fee levels that are not contrary to the provisions of law.
- 6.3. To eProcure the rights and interests of employees in accordance with the law, and respect the right to organize trade unions in accordance with the law.
- 6.4. To has other rights under the provisions of this Charter and relevant laws.

#### **Article 7. Obligations of the Company<sup>9</sup>**

- 7.1. Obligations to Shareholders:
- a) To not commit the following acts:
    - (i) To make commitments on income and profits to Shareholders (except for shareholders owning preferred shares to pay fixed dividends);
    - (ii) To illegally hold the interests and incomes from shares of Shareholders;
    - (iii) To provide loans contrary to the law;
    - (iv) To generate income for Shareholders by buying back shares of Shareholders in forms that are not in accordance with the provisions of

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<sup>9</sup> Article 91 of the Law On Securities and Article 4, Article 10, Article 13, Article 15, Article 17, Article 22, Article 27 of Circular No. 121/2020/TT-BTC.

law;

(v) To infringe upon the rights of Shareholders, such as: ownership rights, options, fair transaction rights, right to information, other legitimate rights and interests as prescribed by law.

b) To has other obligations as prescribed in this Charter and the laws.

7.2. Obligations to customers:

a) To always keep the credibility with customers, do not infringe on the property, rights, and other legitimate interests of customers.

b) To be responsible for the information disclosed to customers; procure that clients make investment decisions based on adequately provided information, including the content and risks of the products and services provided.

c) To be cautious, do not create a conflict of interest with customers.

d) To give priority to executing Client's orders before the Company's orders.

e) To fulfill its obligations to customers in the best practice.

f) To has other obligations as prescribed in this Charter and the laws.

7.3. The Company is not allowed to:

a) To make judgments or guarantees to customers about the level of income or profit achieved on their investments or to procure that customers do not suffer losses, except for investment in fixed-income securities.<sup>10</sup>

b) To give baseless opinions on the increase or decrease in the price of securities to entice customers to participate in trading.<sup>11</sup>

c) To negotiate or offer specific interest rates or share profits/losses with customers to entice customers to participate in transactions.<sup>12</sup>

d) To directly or indirectly establish locations other than the trading locations approved by the competent authority to sign contracts, receive orders, execute securities trading orders, or make settlement for securities transactions with customers.

e) To receive order or make transaction payment with any person other than the person whose name is on the trading account without the written authorization of the customer.<sup>13</sup>

f) To use the customer's name or account to register or trade securities.<sup>14</sup>

g) To misappropriate securities, money or temporarily seize customers' securities in the form of a depository in the name of the Company.

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<sup>10</sup> Article 91.1 of the Law On Securities.

<sup>11</sup> Article 13.4.a Circular No. 121/2020/TT-BTC.

<sup>12</sup> Article 13.4.b Circular 121/2020/TT-BTC.

<sup>13</sup> Article 13.4.d Circular No. 121/2020/TT-BTC.

<sup>14</sup> Article 13.4.e Circular No. 121/2020/TT-BTC.

- h) To disclose information about customers, unless agreed by customers or at the request of competent authorities.<sup>15</sup>
- i) To commit acts that mislead customers and investors about securities prices.<sup>16</sup>
- j) The contract for opening securities trading account must not contain agreements aimed at evading the Company's legal obligations without a plausible reason; to limit the scope of the Company's compensation without a valid reason or transfer the risk from the Company to the client; to force customers to perform their compensation obligations unfairly, or contain that cause unfair disadvantages to customers.<sup>17</sup>
- k) Except for the case specified in Article 86.1 of the Law On Securities, the Company is not allowed to lend money or securities in any form.<sup>18</sup>
- l) Other prohibitions and restrictions as prescribed by relevant laws.

#### **Article 8. Code of Professional Ethics<sup>19</sup>**

- 8.1. The Code of Professional Ethics issued by the Vietnam Securities Business Association in writing must be widely announced in the Company. The Company shall develop the Company's internal rules, detailing the content of said Code of Professional Ethics.
- 8.2. All employees of the Company must strictly comply with the Code of Professional Ethics mentioned forgoing.
- 8.3. The Internal Control Division is responsible for monitoring compliance with the forgoing Code of Professional Ethics by the Company's leaders and employees.

### **CHAPTER IV.**

#### **CHARTER CAPITAL, SHARES**

#### **Article 9. Charter capital, shares**

- 9.1. The Company's Charter Capital is **VND 24,349,197,040,000** ( *Twenty-four trillion three hundred forty-nine billion one hundred ninety-seven million forty thousand Dong* ).  
The Company's Charter capital is divided into 2,434,919,704 ( *Two billion, four hundred and thirty-four million, nine hundred and nineteen thousand, seven hundred and four* ) shares. The par value of each share is VND 10,000 (ten thousand Dong).
- 9.2. The Company may change or adjust the Charter Capital when being adopted by the General Meeting Of Shareholders and under the laws.
- 9.3. The shares of the Company as of the date of the adoption of this Charter include common shares. In addition to common shares, the Company has the right to issue dividend

<sup>15</sup> Article 91.2 of the Law On Securities.

<sup>16</sup> Article 91.3 of the Law On Securities.

<sup>17</sup> Article 15.3 of Circular No. 121/2020/TT-BTC.

<sup>18</sup> Article 27.1 of Circular No. 121/2020/TT-BTC.

<sup>19</sup> Article 10.2 of the Law On Securities and Article 4.2 of Circular No. 121/2020/TT-BTC.

preferred shares, redeemable preferred shares as decided by the General Meeting of Shareholders. The rights and obligations of shareholders holding each type of shares are specified in Article 18 and Article 19 of this Charter.

- 9.4. The Company may issue other types of preferred shares after acquiring the approval of the General Meeting Of Shareholders and in accordance with the laws.
- 9.5. Common shares must be prioritized for sale to existing Shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting Of Shareholders, the number of shares that the Shareholders do not register to purchase will be decided by the Board Of Directors. The Board Of Directors may distribute the shares, which haven't been subscribed or paid in full, to Shareholders and other persons under conditions that are less favorable than those offered to existing Shareholders, unless otherwise approved by the General Meeting Of Shareholders.
- 9.6. The Company may purchase shares issued by the Company in accordance with the method set forth in this Charter and applicable laws.
- 9.7. The Company may issue other securities in accordance with the laws.

#### **Article 10. Shares Certification<sup>20</sup>**

- 10.1. Shareholders are granted Shares certificate by the Company corresponding to the number of shares and types of shares they hold, unless where the Company has listed shares on the Stock Exchange, in which case, relevant regulations will be applied.
- 10.2. Stocks are the securities that confirm the legitimate rights and interests of the owner to a part of the issuer's share capital. The form of stocks issued by the Company is certificates (registered), book entries, or electronic data, in accordance with the provisions of law and this Charter.
- 10.3. Shares certificate must bear the Company's stamp and the signature of the Legal Representative or an authorized representative of the Legal Representative. Shares certificate must clearly state the number and type of shares held by Shareholders, the full name of the holder, and other information as prescribed by the Law On Enterprises. Each registered shares certificate shall only represent one type of share.
- 10.4. The Company shall issue shares ownership certificate in accordance with the Company's internal regulations, in accordance with the provisions of relevant laws, and to procure the rights of shareholders.
- 10.5. Buyers of shares and Shareholders shall be granted stock certificates according to the Company's internal regulations; in case of offer shares, the issuance of share certificates shall be carried out in accordance with the offering, issuance plan, regulations of the Company, and in accordance with the provisions of law, to procure the rights of shareholders. Shares holders and shareholders do not have to pay the Company the cost of printing shares certificate.
- 10.6. Procedures for issuance, re-issuance, and replacement of shares certificate in case of

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<sup>20</sup> Article 121 of the Law On Enterprises.

loss, misplacement, torn, damage or destruction of stocks in accordance with the Company's regulations. Shareholders requesting issuance, re-issuance or replacement must return stocks to the Company (if any) when carrying out procedures and take responsibility for their requests, commitments and information.

#### **Article 11. Other securities certificates**

Bond certificates or other securities certificates of the Company issued shall bear the signature of the Legal Representative or the authorized representative of the Legal Representative and the Company's stamp.

#### **Article 12. Transfer of shares<sup>21</sup>**

12.1. All shares are freely transferable, except for the following cases:

- a) Privately issued shares, bonus shares for employees/shares issued under the employee selection program, those are restricted from transfer in accordance with the law on private issuance of securities and the share issuance plan of the General Meeting Of Shareholders;
- b) Shares offered to cornerstone investors and accredited investors, those are restricted from transfer according to regulations on private issuance of securities and the share issuance plan of the General Meeting Of Shareholders;
- c) Other cases as prescribed by laws.

12.2. The Company's stock, when centrally registered and registered for listing and trading at the Stock Exchange, shall be transferred in accordance with the provisions of the Law On Securities and securities market, regulations of the Stock Exchange, and of the Vietnam Securities Depository and Clearing Corporation, and/or in accordance with relevant laws.

12.3. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive stocks issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

#### **Article 13. Shares buyback<sup>22</sup>**

13.1. The Company is only entitled to buyback shares when it fully meets the conditions and buyback ratio as prescribed by law.

13.2. Cases of share buyback:

- a) Buyback at the request of Shareholders:

Shareholders, who have voted against the resolution on the reorganization of the Company or the change of the rights and obligations of Shareholders specified in the Charter, have the right to request the Company to buy back their shares. The request must be in writing, clearly stating the name and address of the

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<sup>21</sup> Article 127 of the Law On Enterprises.

<sup>22</sup> Article 131, Article 132 and Article 133 of the Law On Enterprises.

Shareholder, the number of shares of each type, the expected selling price, and the reason for requesting the Company to buy back. The request must be sent to the Company within 10 (ten) days from the date the General Meeting Of Shareholders approves the resolution on the matters specified in this paragraph.

The Company must buy back shares at the request of the Shareholders specified in this Article at the market price or the price calculated according to the principles specified in the Charter within 90 (ninety) days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a price appraisal organization to assess the price. The Company introduces at least 03 (three) valuation organizations for Shareholders to choose and that choice is the final decision.

b) Buyback at the Company's discretion:

The Company may buy back its shares in accordance with the provisions of the law on enterprises and securities. The ratio, method and procedures for the buyback shall comply with laws.

**Article 14. Method to increase or decrease Charter Capital<sup>23</sup>**

14.1. The Company may increase or decrease the Charter Capital according to the decision of the General Meeting Of Shareholders and in accordance with the law.

14.2. Method of Charter Capital increase of the Company:

- a) Offering shares in accordance with the law;
- b) Issuing shares for conversion of convertible bonds, warrants, or debt into shares in accordance with the law;
- c) Issuing shares to pay dividends, issuing bonus shares;
- d) Issuing shares to increase share capital from the owner's equity, issuing bonus shares to employees;
- e) Other methods of Charter Capital increase as prescribed by law.

14.3. The decrease of Charter Capital shall be decided by the General Meeting Of Shareholders in accordance with the provisions of the Law On Enterprises and the Law On Securities, nevertheless, it shall procure the conditions on the statutory minimum charter capital.

14.4. The procedures and dossiers for approval for the Charter Capital increase or decrease shall comply with the laws.

**Article 15. Register of Shareholders in case the Company<sup>24</sup>**

15.1. The Company must make and keep a register of Shareholders from the time it is granted the establishment and operation license. The register of Shareholders can be made in

<sup>23</sup> Article 112, Article 123, Article 135 of the Law On Enterprises and Article 187 of Decree No. 155/2020/ND-CP.

<sup>24</sup> Article 122 of the Law On Enterprises.

writing, electronic data, or both.

- 15.2. The register of Shareholders must contain the following principal contents:
- a) Name, and address of the Company's head office;
  - b) The total number of shares entitled to be offered, the types of shares entitled to be offered, and the number of shares entitled to be offered of each type;
  - c) Total number of shares sold of each type and value of contributed share capital;
  - d) Full name, contact address, nationality, number of the identity card, passport or other lawful personal identification for individual Shareholders; name, enterprise code or establishment decision number, address of the head office for institutional Shareholders
  - e) The number of shares of each type of each Shareholder, and the date of share registration.

The register of Shareholders shall be kept at the Company's head office or at other organizations with the function of keeping the Register of Shareholders.

- 15.3. The Company must promptly update the change of Shareholders in the Shareholder register at the request of the relevant Shareholders in accordance with the provisions of this Charter.
- 15.4. In case the Shareholder changes the contact address, he or she must promptly notify the Company to update it in the Shareholder register. The Company is not responsible for failing to contact a Shareholder due to his/her failure to inform of the change in contact address.

#### **Article 16. Issuance of covered warrants**

- 16.1. The Company shall issue covered warrants under the laws and performs all operations related to covered warrants.
- 16.2. Operations related to covered warrants include:
- a) Issuance, offering, and listing of warrants;
  - b) Market-making activities for warrants;
  - c) Hedging activities for warrants;
  - d) Warrant investment brokerage and consultancy;
  - e) Other operations related to warrants as prescribed by law.
- 16.3. The warrant holder is a partially secured creditor of the Company and has the following rights:
- a) The right to be paid in cash or via the transfer of the underlying securities according to the conditions and methods of payment specified by the Company in the prospectus of each issuance and in accordance with relevant laws;
  - b) The right to be paid in cash when the secured warrants are delisted in accordance

with law;

- c) The right to transfer, give/donate, leave inheritance, pledge for loans in civil relations in accordance with the law;
- d) The right to be paid in priority upon dissolution or bankruptcy of the Company in accordance with the provisions of law;
- e) Other rights as prescribed by law and in the prospectus of each issuance and listing of relevant secured warrants in accordance with the provisions of law.

## **CHAPTER V.**

### **ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND CONTROL**

#### **Article 17. Organizational structure, management, and control<sup>25</sup>**

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

- 17.1. General Meeting Of Shareholders;
- 17.2. Board Of Directors;
- 17.3. Board Of Supervisors;
- 17.4. General Director.

## **CHAPTER VI.**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 18. Shareholders' rights<sup>26</sup>**

18.1. Common shareholders have the following rights:

- a) Attending and voting in the meeting of the General Meeting Of Shareholders and exercising some rights as follows:
  - (i) Shareholders can participate in the Company's decision-making process through the right to vote at the meeting of the General Meeting Of Shareholders or give opinions in writing to the General Meeting Of Shareholders.
  - (ii) Voting rights can be exercised in person or through an authorized representative. The authorized representative is entitled to act on behalf of the Shareholders to make decisions at the meeting of the General Meeting Of Shareholders. The Company must not prevent Shareholders from attending the meeting of the General Meeting Of Shareholders, and at the same time, General Meeting Of Shareholders must facilitate, upon request, the authorization of representatives by shareholders for

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<sup>25</sup> Article 137.1.a of the Law On Enterprises.

<sup>26</sup> Article 115, Article 116, Article 117 and Article 118 of the Law On Enterprises.

attendance at the meeting of the General Meeting Of Shareholders. Any individual or organization can be a representative, as long as duly authorized and not falling under the restriction of law. The authorization of the representative to attend the meeting of the General Meeting Of Shareholders must be made in writing according to the Company's form and does not need to be notarized.

(iii) In addition to voting through the method as prescribed in Article 18.1.a.(ii) forgoing, Shareholders may attend and vote at the meeting of the General Meeting Of Shareholders through the following method:<sup>27</sup>

- Online conferences, electronic voting, or other electronic method;
- Send voting slip to the meeting by mail, fax, email.

(iv) Shareholders holding common shares shall not have voting rights in some of the following cases:

- Shares are not paid in full and on time;
- Approval of transactions with related parties: a Shareholders shall not have the right to vote on the approval of any contract and transaction of the Company in which such Shareholder is a party to the contract or transaction or has an interest (whether directly or indirectly) in any party to the contract and transaction;
- Other cases as prescribed by law (if any).

- b) To receive dividends at the rate decided by the General Meeting Of Shareholders.
- c) The right to purchase in priority new shares corresponding to the proportion of common shares that they hold.<sup>28</sup>
- d) To freely transfer shares: except for cases restricted from transfer as prescribed in the Law On Enterprises, the Law On Securities, and this Charter, common shareholders have the right to freely transfer their shares.
- e) To examine, look up, and extract information about the names and contact addressess in the list of shareholders with voting rights; request correction of inaccurate information.
- f) To examine, lookup, extract, or copy, scan the Charter, the meeting minutes of the General Meeting Of Shareholders, and the resolutions of the General Meeting Of Shareholders.
- g) The right to receive assets upon liquidation of the Company:
  - (i) When the Company is dissolved or bankrupt, common shareholders are entitled to receive a part of the remaining assets corresponding to the

<sup>27</sup> Article 144.3 of the Law On Enterprises.

<sup>28</sup> Article 115.1.c of the Law On Enterprises.

percentage of share ownership in the Company.<sup>29</sup>

- (ii) The order of payment of debts and division of remaining assets to Shareholders shall comply with the provisions of law.
- h) Right to request the Company to buy back shares<sup>30</sup>:
- (i) The Shareholder who has voted against the resolution on the reorganization of the Company or the change of the rights and obligations of Shareholders specified in the Charter has the right to request the Company to buy back their shares. The request must be in writing, clearly stating the name and address of such Shareholder, the number of shares of each type, the expected selling price, and the reason for requesting the Company to buy back. The request must be sent to the Company within 10 (ten) days from the date the General Meeting Of Shareholders approves the resolution on the matters specified in this Article 18.1.h.(i).
  - (ii) The buyback price shall be determined in accordance with the provisions of Article 13.2.a of this Charter.
  - (iii) The time limit for share buyback shall comply with the provisions of the Law On Enterprises and/or other relevant laws.
- i) Right to sue<sup>31</sup>:
- (i) Shareholders and groups of shareholders holding at least 01% (one percent) of the Company's total common shares have the right to initiate a lawsuit against the members of the Board Of Directors and the General Director on their own or on behalf of the Company to claim the reimbursement of benefits or compensation for damage to the Company or other persons in the following cases:
    - Violating the responsibilities of the Company Manager in accordance with the provisions of law and the Charter;
    - Failing to perform, inadequately performing, untimely performing, or performing contrary to the provisions of law or the Charter, resolutions, or decisions of the Board Of Directors with respect to the assigned rights and obligations;
    - Using the Company's information, know-how, and business opportunities for personal gain or serving the interests of other organizations and individuals;
    - Using their positions, titles, and using assets of the Company for personal gain or serving the interests of other organizations and individuals;

<sup>29</sup> Article 115.1.g of the Law On Enterprises.

<sup>30</sup> Article 132 of the Law On Enterprises.

<sup>31</sup> Article 166 of the Law On Enterprises.

- Other cases as prescribed by law.
- (ii) The procedures for initiating a lawsuit shall comply with the provisions of the law on civil procedures. The cost of initiating a lawsuit in case a Shareholder or a group of Shareholders initiates a lawsuit on behalf of the Company will be included in the Company's expenses, unless the lawsuit request is rejected.
- j) To be treated equally. Each share of the same type gives the Shareholder equal rights, obligations, and benefits. In case the Company has preferred shares, the rights and obligations associated with the preferred shares must be approved by the General Meeting Of Shareholders and fully announced to Shareholders;
- k) To fully access to periodic and irregular information published by the Company in accordance with the law.
- l) To have their legitimate rights and interests protected; propose the suspension or cancellation of resolutions and decisions of the General Meeting Of Shareholders and the Board Of Directors in accordance with the Law On Enterprises;
- m) Other rights as prescribed by law and this Charter.

18.2. Shareholders or groups of Shareholders owning 05% (five percent) or more of the total common shares of the Company have the following rights:

- a) To request the Board Of Directors to convene a meeting of the General Meeting Of Shareholders in the following cases:
  - (i) The Board Of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond the assigned authority;
  - (ii) Other cases in accordance with the law.

The request for convening the meeting of the General Meeting Of Shareholders must be made in writing and must include the followings: Full name, contact address, nationality, number of the identity document of the individual for individual Shareholders; name, enterprise code or number of the formation document of the institution, the head office registered address for institutional Shareholders; the number of shares and the time of registration of shares of each Shareholder, the total number of shares of the whole group of Shareholders and the ratio of owned shares to the total number of shares of the Company, the grounds and reasons for requesting the convening of the meeting of the General Meeting Of Shareholders. The request for convening the meeting must be accompanied by documents and evidence on the violations of the Board Of Directors, the extent of the violation, or the decision beyond its authority, and other documents related to the request for convening the meeting of General Meeting Of Shareholders.

- b) To examine, looking up, and extracting the number of minutes, resolutions and decisions of the Board Of Directors, semi-annual and annual financial statements, reports of the Board Of Supervisors, contracts and transactions that must be approved by the Board Of Directors, and other documents, except for documents related to trade secrets, the Company's business secrets;
- c) To request the Board Of Supervisors to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the followings : full name, contact address, nationality, number of identity documents of the individual for individual Shareholders; name, enterprise code or number of formation documents of the institution, head office registered address for institutional Shareholders; the number of shares and the time of registration of shares of each Shareholder; the total number of shares of the whole group of shareholders and the ratio of owned shares to the total number of shares of the Company; issues to be examined, the purpose of examined;
- d) To propose the issue to be included in the agenda of the meeting of the General Meeting Of Shareholders. The proposal must be in writing and sent to the Company at least 05 (five) working days before the opening date. The proposal must clearly state the name of the Shareholder, the number of each type of shares of the Shareholder, and the issue proposed to be included in the meeting agenda;
- e) Other rights as prescribed by law and this Charter.

18.3. Shareholders or groups of Shareholders owning 10% (ten percent) or more of the total common shares of the Company have the right to nominate persons to the Board Of Directors, the Board Of Supervisors.

The nomination of persons to the Board Of Directors and the Board Of Supervisors shall be carried out as follows:

- a) Common Shareholders forming a group to nominate persons to the Board Of Directors and/or the Board Of Supervisors must notify the Company and the Shareholders attending the meeting before the opening of the General Meeting Of Shareholders and within the time limit notified by the Board Of Directors;
- b) Based on the number of members of the Board Of Directors and/or Supervisor as notified by the Board Of Directors, Shareholders or groups of Shareholders specified in Article 18.3 of the Charter are entitled to nominate one or several persons as candidates for members of the Board Of Directors and/or Supervisor.
- c) In case the number of candidates nominated by the Shareholders or a group of Shareholders specified in Article 18.3 of the Charter is lower than the number of candidates they are entitled to nominate, and/or is insufficient compared to the required number of candidates:
  - (i) The incumbent Board Of Directors has the right to recommend additional candidates for members of the Board Of Directors or organize

the nomination of candidates for members of the Board Of Directors in accordance with the provisions of the Company's internal regulations, rules, and processes;

- (ii) The incumbent Board Of Supervisors has the right to recommend additional Supervisor candidates or organize the nomination of Supervisor candidates in accordance with the provisions of the Company's internal regulations, rules, and procedures.

18.4. Shareholders who own dividend preferred shares of the Company have the following rights:

- a) To receive dividends as prescribed in shares of dividend preferred shares.
- b) To receive the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid off all debts and redeemable preferred shares upon dissolution or bankruptcy of the Company.
- c) To have other rights as common shareholders, except for the case specified in Article 18.4.d below.
- d) Shareholders owning dividend preferred shares shall not have the right to nominate persons to the Board Of Directors or the Board Of Supervisors, to attend the meeting of the General Meeting Of Shareholders and to vote or to give opinions in writing on the resolution of the General Meeting Of Shareholders, unless the resolution of the General Meeting Of Shareholders has contents that adversely change the rights and obligations of the Shareholders owning dividend preferred shares.

18.5. Shareholders who own the Company's redeemable preferred shares have the following rights:

- a) The rights as common Shareholders, except for the case specified in Article 18.5.c as follows.
- b) The right to be refunded by the Company on request or according to the conditions stated in the shares of the redeemable preferred shares and the Charter.
- c) Shareholders owning redeemable preferred shares shall not have the right to nominate persons to the Board Of Directors or the Board Of Supervisors, shall not have the right to attend the meeting of the General Meeting Of Shareholders and vote or give opinions in writing on the resolution of the General Meeting Of Shareholders, unless the resolution of the General Meeting Of Shareholders contains contents that adversely change the rights and obligations of the Shareholders owning redeemable preferred shares and convert redeemable preferred shares into common shares.

18.6. Shareholders owning other preferred shares shall comply with the decision of the General Meeting Of Shareholders and relevant laws.

## **Article 19. Shareholders's obligations<sup>32</sup>**

Common Shareholders have the following obligations:

- 19.1. To pay fully and on time the shares registered for purchase and take responsibility for debts and other property obligations of the Company within the amount of capital contributed to the Company.
- 19.2. Must not be withdrawn the capital contributed by common shares from the Company in any form, except in the case of buyback of shares by the Company or others. In case a Shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this Clause, such Shareholder and the person with related interests in the Company shall be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and the damage incurred.
- 19.3. To comply with the Company's Charter and internal management regulations.
- 19.4. To comply with the resolutions of the General Meeting Of Shareholders, resolutions and decisions of the Board Of Directors.
- 19.5. To keep information provided by the Company confidential in accordance with the provisions of the Charter and law; use the provided information only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate, copy, or send information provided by the Company to other organizations and individuals.
- 19.6. To attend the meeting of the General Meeting Of Shareholders, and exercising the voting rights through the following methods:
  - a) To attend and voting directly at the meeting;
  - b) To authorize other individuals or organizations to attend and vote at meetings;
  - c) To attend and voting through online conferences, electronic voting or other electronic forms;
  - d) To send voting slip to the meeting by mail, fax, email;
  - e) To send voting slip by other means as prescribed in the Charter.
- 19.7. To take personal responsibility when performing one of the following acts on behalf of the Company in any form:
  - a) Violating the law;
  - b) Conducting business and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c) Paying debts not yet due while the Company is facing financial risks.
- 19.8. Shareholders who own 10% (ten percent) or more of the Company's Charter Capital and Related Persons of such Shareholders may not own more than 05% (five percent) of the charter capital of another securities company.

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<sup>32</sup> Article 119 of the Law On Enterprises and Article 6 of Circular No. 121/2020/TT-BTC.

- 19.9. Shareholders and capital contributors who own 10% (ten percent) or more of the Company's Charter Capital must not take advantage of their advantages to harm the rights and interests of the Company and other Shareholders.
- 19.10. Shareholders who own 10% (ten percent) or more of the Company's Charter Capital must fully notify the Company within 24 (twenty-four) hours from the date of receipt, of the following information:
- a) The number of shares blocked, pledged or handled under the court's decision;
  - b) An institutional Shareholder decides to change its name or divide, separate, dissolve, or go bankrupt.
- 19.11. Other obligations:
- a) To provide the correct address when registering to purchase shares, promptly update information when Shareholder changes his/her permanent address, contact the Company to update the Shareholder register. The Company is not responsible for the failure to contact the Shareholder due to the failure to notify the Shareholder's change of address;
  - b) The Major Shareholder must fully and promptly notify the Company and fulfill the obligation to disclose information in accordance with law;
  - c) To protect the reputation, assets and interests of the Company and keep the Company's operation confidential; keep information provided by the Company confidential in accordance with the provisions of the Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate, copy or send information provided by the Company to other organizations and individuals;
  - d) Other obligations as prescribed by law.

#### **Article 20. General Meeting Of Shareholders**

- 20.1. The General Meeting Of Shareholders consists of all Shareholders having voting rights, which is the highest decision-making body of the Company, operates through meetings of the General Meeting Of Shareholders, and through the form of collecting shareholders' opinions in writing. The General Meeting Of Shareholders meets annually (once a year) and within 04 (four) months from the end of the fiscal year. The Board Of Directors shall decide to extend the annual meeting of the General Meeting Of Shareholders in case of necessity, but not exceeding 06 (six) months from the end of the fiscal year. The Company must report in writing to the competent authority in accordance with the law. In addition to the annual meeting, the General Meeting Of Shareholders may hold an extraordinary meeting. The meeting place of the meeting of the General Meeting Of Shareholders is determined to be the place where the chairperson attends the meeting and must be in the territory of Vietnam.
- 20.2. The Board Of Directors convenes the annual meeting of the General Meeting Of Shareholders and selects a suitable location. The annual meeting of the General Meeting Of Shareholders shall decide on matters in accordance with the provisions of

law and the Company's Charter, especially approve the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the approved auditing organization that audits the Company's financial statements to attend the Annual meeting of the General Meeting Of Shareholders and such representative of the approved auditing organization is responsible for attending the Company's annual meeting of the General Meeting Of Shareholders.

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

- a) The Board Of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board Of Directors or Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of Shareholders or groups of Shareholders specified in Article 18.2 of this Charter;
- d) At the request of the Board Of Supervisors;
- e) Other cases as prescribed by law and this Charter.

20.4. Convening the extraordinary meeting of the General Meeting Of Shareholders

- a) The Board Of Directors must convene a meeting of the General Meeting Of Shareholders within 60 (sixty) days from the date of the event as prescribed in Article 20.3.b of this Charter or receive the request specified in Article 20.3.c and Article 20.3.d of this Charter;
- b) In case the Board Of Directors fails to convene a meeting of the General Meeting Of Shareholders as prescribed in Article 20.4.a of this Charter, within the next 30 (thirty) days, the Board Of Supervisors shall substitute for the Board Of Directors in convening a meeting of the General Meeting Of Shareholders in accordance with the provisions of the Law On Enterprises;
- c) In case the Board Of Supervisors fails to convene a meeting of the General Meeting Of Shareholders as prescribed in Article 20.4.b of this Charter, the Shareholders or groups of Shareholders specified in Article 20.3.c of this Charter may request the representative of the Company to convene a meeting of the General Meeting Of Shareholders in accordance with the provisions of the Law On Enterprises;

All expenses for convening and conducting a meeting of the General Meeting Of Shareholders are reimbursed by the Company. This expense does not include those expenses spent by Shareholders when attending the meeting of the General Meeting Of Shareholders, including accommodation and travel expenses.

- d) Procedures for organizing a meeting of the General Meeting Of Shareholders shall comply with the provisions of Article 140.5 of the Law On Enterprises.

## **Article 21. Rights and obligations of the General Meeting Of Shareholders<sup>33</sup>**

- 21.1. The General Meeting Of Shareholders consists of all Shareholders having voting rights, which is the highest authority of the Company, operates through meetings of the General Meeting Of Shareholders and through the form of collecting shareholders' opinions in writing.
- 21.2. Authority, powers, and duties of the General Meeting Of Shareholders:
- a) To approve the Company's annual financial statements;
  - b) To approve the report of the Board Of Directors on the management and performance of the Board Of Directors and each member of the Board Of Directors;
  - c) To approve the report of the Board Of Supervisors on the business results of the Company and the operating results of the Board Of Directors, the General Director;
  - d) To approve the Company's development orientation and the Company's annual business plan;
  - e) To decide on the budget or the total level of remuneration, bonuses, and other benefits for the Board Of Directors and the Board Of Supervisors;
  - f) To decide on the types of shares and the total number of shares of each type entitled to be offered;
  - g) To decide on the number of members of the Board Of Directors and Supervisors; elect, relieve from office, dismiss, and replace members of the Board Of Directors and Supervisors;
  - h) To consider and handle violations of the Board Of Directors and the Board Of Supervisors that cause damage to the Company and Shareholders;
  - i) To approve the list of approved auditing firms; decide on an independent audit firm to inspect the operations, audit the financial statements of the Company, report on the Company's financial prudential ratio, and relieve from office, or dismiss the Company's independent auditor when deeming it necessary;
  - j) To decide to amend and supplement the Company's Charter;
  - k) To decide on the reorganization and dissolution of the Company;
  - l) To decide on the investment or sale of assets valued at 35% (thirty-five percent) or more of the total value of assets recorded in the Company's latest financial statements. The General Meeting Of Shareholders is entitled to decentralize, assign, and devolve to the Board Of Directors, members of the Board Of Directors, the General Director to exercise related rights and obligations;
  - m) To approve contracts and transactions under the authority of the General

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<sup>33</sup> Article 138, Article 139.3 of the Law On Enterprises and Article 7 of Circular No. 121/2020/TT-BTC.

Meeting Of Shareholders as prescribed in Article 58 of this Charter;

- n) To decide on the increase or decrease of the Company's Charter Capital;
- o) To approve the plan to issue convertible bonds and bonds with warrants (including public and private issuance) regardless of the offering and issuance value;
- p) To decide on the annual dividend payment rate for each type of shares in accordance with the Law On Enterprises;
- q) To decide to buyback more than 10% (ten percent) of the total sold shares of each type;
- r) To approve internal management regulations, operating regulations of the Board Of Directors and the Board Of Supervisors;
- s) Other rights and duties as prescribed in this Charter and the provisions of law.

21.3. The General Meeting Of Shareholders shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board Of Directors on the management and performance of the Board Of Directors and each member of the Board Of Directors;
- d) Report of the Board Of Supervisors on the business results of the Company, and the operating results of the Board Of Directors, the General Director;
- e) Report on the self-assessment of the performance of the Board Of Supervisors and of each Supervisor;
- f) Dividend payment rate for each type of shares;
- g) Number of members of the Board Of Directors and Supervisors;
- h) Election, relief from office, and dismissal of members of the Board Of Directors and Supervisor;
- i) Decision on the budget or the total level of remuneration, bonuses, and other benefits to be paid to members of the Board Of Directors and Supervisor;
- j) Approval of the list of approved auditing firms, decide on the approved auditing firm to inspect the Company's operation when deemed necessary;
- k) Amendments and supplements the Company's Charter;
- l) The type of shares and the number of new shares issued for each type of shares;
- m) Division, separation, consolidation, merger, or transformation of the Company;
- n) Reorganization and dissolution/liquidation of the Company and appointment of liquidators;
- o) Decision on investment or sale of assets valued at 35% (thirty-five percent) or more of the total value of assets recorded in the Company's latest financial

statements;

- p) Decision on the buyback of more than 10% (ten percent) of the total sold shares of each type;
- q) Approval of contracts and transactions under the authorization of the General Meeting Of Shareholders as prescribed in Article 58 of this Charter;
- r) Approval of the Internal Regulations on corporate management, the Regulation on the operation of the Board Of Directors, the Regulation on the operation of the Board Of Supervisors;
- s) Other issues falling under its authority in accordance with this Charter and the provisions of law.

21.4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted at the meeting of the General Meeting Of Shareholders.

**Article 22. Authorization to attend the meeting of the General Meeting Of Shareholders<sup>34</sup>**

22.1. Shareholders and authorized representatives of institutional Shareholders may directly attend meetings or authorize one or several other individuals and organizations to attend or attend meetings through one of the following methods:

- a) To attend and voting directly at the meeting;
- b) To authorize others to attend and vote at meetings;
- c) To attend and voting through online conferences, electronic voting, or other electronic forms;
- d) To send the voting ballot to the meeting via mail, fax, electronic mail (email).

22.2. The authorization of individual, and/or institutional representatives to attend the meeting of the General Meeting Of Shareholders under the provisions of Article 22.1 of this Charter must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized Shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

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

22.3. The vote of the authorized person attending the meeting within the scope of authorization shall be valid except for the following cases:

- a) The authorizing party has died, has limited civil act capacity or has lost his/her civil act capacity;
- b) The authorizing party has eliminated the authorization;

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<sup>34</sup> Article 144 of the Law On Enterprises.

- c) The authorizing has eliminated the authority of the person performing the authorization.

### **Article 23. Change of rights**

- 23.1. The change or cancellation of special rights attached to a type of preferred shares or adversely altering the rights and obligations of shareholders owning preferred shares shall take effect when approved by the General Meeting Of Shareholders (subject to the conditions under Article 28.1a and Article 28.1d of the Charter) and by the number of Shareholders attending the meeting owning 75% (seventy-five percent) or more of the total number of preferred shares of that type or by the preferred Shareholders owning 75% (seventy five percent) or more of the total number of preferred shares of that type in case of approving the resolution by collecting opinions in writing.
- 23.2. The organization of a meeting of Shareholders holding a type of preferred shares to approve an adverse change of rights and obligations of Shareholders holding preferred shares as prescribed in Article 28.1.f of this Charter shall only be held when there are at least 02 (two) Shareholders (or their authorized representatives) and they hold at least 1/3 (one-third) of the par value of the issued shares of that type. In case the entire type of preferred shares of the same type, is owned by only one shareholder, the meeting will be conducted immediately. In case there are not enough delegates as forgoing, the meeting shall be reorganized within the next 30 (thirty) days, and the holders of shares of that type (regardless of the number of persons and shares) present in person or through authorized representatives shall be considered having sufficient number of delegates requested. At the forgoing-mentioned meetings of Shareholders holding preferred shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the forgoing-mentioned meetings.
- 23.3. The procedure for conducting such separate meetings shall be carried out in accordance with the provisions of Article 25, Article 26 and Article 28 of this Charter.
- 23.4. Unless otherwise provided by the terms of the share issuance, the special rights attached to the shares with preferred rights over some or all matters relating to the distribution of the Company's profits or assets are not be changed when the Company issues additional shares of the same type.

### **Article 24. Convening meetings, meeting agendas, and notice of invitation to the meeting of the General Meeting Of Shareholders**

- 24.1. The Board Of Directors convenes an annual and extraordinary meeting of the General Meeting Of Shareholders. The Board Of Directors convenes an extraordinary meeting of the General Meeting Of Shareholders in the cases specified in Article 20.3 of this Charter. In case of other convener, it shall comply with the provisions of Article 20 of this Charter.
- 24.2. The convener of the meeting of the General Meeting Of Shareholders must perform the following tasks:

- a) To prepare a list of Shareholders eligible to attend and vote at the meeting of the General Meeting Of Shareholders. The list of Shareholders entitled to attend the meeting of the General Meeting Of Shareholders shall be made no later than 10 (ten) days before the date of sending the notice of invitation to the meeting of the General Meeting Of Shareholders. The Company must disclose information on the preparation of the list of Shareholders entitled to attend the meeting of the General Meeting Of Shareholders at least 20 (twenty) days before the last registration date;
- b) To prepare the agenda and content of the meeting;
- c) To prepare documents for the meeting;
- d) To draft resolutions of the General Meeting Of Shareholders according to the expected contents of the meeting;
- e) To determine the time and place of the meeting;
- f) To notify and send notices of the meeting of the General Meeting Of Shareholders to all Shareholders entitled to attend the meeting;
- g) Other tasks for the meeting.

24.3. The notice of invitation to the meeting of the General Meeting Of Shareholders shall be sent to all Shareholders by a method that procures delivery to the contact address of the Shareholders, and concurrently published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the meeting of the General Meeting Of Shareholders shall send a notice of invitation to the meeting to all Shareholders on the list of Shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date of the meeting (counting from the date on which the notice is duly sent or delivered). The agenda of the meeting of the General Meeting Of Shareholders, documents related to the issues to be voted at the meeting shall be sent to the Shareholders or/and posted on the Company's website. In case the document is not enclosed with the notice of the meeting of the General Meeting Of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for the Shareholders to access, including:

- a) Meeting agendas, documents used in the meeting;
- b) List and details of candidates in case of election of members of the Board Of Directors, Supervisor;
- c) Voting slip;
- d) Draft of resolution for each issue on the meeting agenda.

24.4. Shareholders or groups of Shareholders as prescribed in Article 18.2 of this Charter have the right to propose issues to be included in the agenda of the meeting of the General Meeting Of Shareholders. The proposal must be in writing and must be sent to the Company at least 05 (five) working days before the opening date of the meeting. The

proposal must clearly state the name of the Shareholder, the number of each type of shares of the Shareholder, and the proposed issue to be included in the meeting agenda.

- 24.5. The convener of the meeting of the General Meeting Of Shareholders has the right to reject the proposal specified in Article 24.4 of this Charter in one of the following cases:
- a) The proposal is sent in contravention of the provisions of Article 24.4 of this Charter;
  - b) At the time of proposing, the Shareholder or group of Shareholders does not hold 5% (five percent) or more of common shares as prescribed in Article 18.2 of this Charter;
  - c) The proposal is not falling under the authority to decide of the General Meeting Of Shareholders;
  - d) Other cases as prescribed by law and this Charter.
- 24.6. The convener of the meeting of the General Meeting Of Shareholders must accept and include the proposals specified in Article 24.4 of this Charter in the proposed agenda and contents of the meeting, except for the case specified in Article 24.5 of this Charter; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting Of Shareholders.

**Article 25. Conditions for conducting the General Meeting Of Shareholders<sup>35</sup>**

- 25.1. The meeting of the General Meeting Of Shareholders shall be carried out when the number of Shareholders attending the meeting represents more than 50% (fifty percent) of the total number of votes.
- 25.2. In case the first meeting is not eligible to be held as prescribed in Article 25.1 of this Charter, the notice of invitation to the second meeting shall be sent within 30 (thirty) days from the scheduled date of the first meeting. The second meeting of the General Meeting Of Shareholders shall be held when the number of Shareholders attending the meeting represents 33% (thirty-three percent) or more of the total votes.
- 25.3. In case the second meeting is not eligible to be held as prescribed in Article 25.2 of this Charter, the notice of invitation to the third meeting must be sent within 20 (twenty) days from the scheduled date of thesecond meeting. The third meeting of the General Meeting Of Shareholders is conducted regardless of the total number of votes of the Shareholders attending the meeting.

**Article 26. Procedures for conducting meetings and voting at the meeting of the General Meeting Of Shareholders<sup>36</sup>**

- 26.1. Before the opening of the meeting, the Company must carry out the registration procedures for Shareholders and must carry out the registration until all Shareholders who have the right to attend the meeting are registered. When registering Shareholders, the Company shall issue to each Shareholder or authorized representative performing

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<sup>35</sup> Article 145 of the Law On Enterprises.

<sup>36</sup> Article 146 of the Law On Enterprises.

the voting rights a voting ballot, on which the registration number, full name of the Shareholder, the full name of the authorized representative, and the number of votes of such Shareholder shall be inscribed.

- 26.2. The election of the chairperson, secretary, and vote counting committees for the meeting is prescribed as follows:
- a) The chairperson of the Board Of Directors shall preside over or authorize another member of the Board Of Directors to chair the meeting of the General Meeting Of Shareholders convened by the Board Of Directors. In case the chairperson of the Board Of Directors is absent or temporarily incapacitated, the remaining members of the Board Of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairperson of the meeting cannot be elected, the head of the Board Of Supervisors shall allow the General Meeting Of Shareholders to elect the chairperson of the meeting from among the attendees and the person with the highest vote shall chair the meeting;
  - b) Except for the case specified in Article 26.2.a of this Charter, the signatories shall convene a meeting of the General Meeting Of Shareholders to manage the meeting so that the General Meeting Of Shareholders elects the chairperson of the meeting and the person with the highest vote shall chair the meeting;
  - c) The chairperson of the meeting shall appoint one or several persons to act as the secretary of the meeting;
  - d) The General Meeting Of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.
- 26.3. The agenda and contents of the meeting must be approved by the General Meeting Of Shareholders in the opening session. The agenda must clearly determine the specific time for each issue in the content of the meeting agenda.
- 26.4. The chairperson of the meeting has the right to take necessary and reasonable measures to preside over the meeting of the General Meeting Of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of the attendees.
- a) Arranging seats at the meeting place of the General Meeting Of Shareholders;
  - b) Ensuring the safety of everyone present at the meeting places;
  - c) Facilitating the attendance (or continued attendance) of the Shareholders in the meeting. The convener of the meeting of the General Meeting Of Shareholders has the right to change the forgoing-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other alternatives.
- 26.5. The General Meeting Of Shareholders shall discuss and vote on each issue in the content of the agenda. The voting is conducted by voting on the approval, disapproval, and having no opinion. The results of the vote counting were announced by the chairperson just before the end of the meeting.

- 26.6. Shareholders or authorized persons attending the meeting after the meeting has opened are still allowed to register and have the right to attend the voting immediately after registration; In this case, the validity of the previously voted issues shall remain.
- 26.7. The convener or chairperson of the meeting of the General Meeting Of Shareholders has the following rights:
- a) Require all attendees to submit to inspections or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain the order of the meeting; expulsion of persons who do not comply with the executive authority of the chairperson, deliberately disrupt order, obstruct the normal progress of the meeting or fail to comply with security inspection requirements from the meeting of the General Meeting Of Shareholders.
- 26.8. The chairperson has the right to postpone the meeting of the General Meeting Of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 (three) working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seating for all attendees;
  - b) The communication facilities at the meeting venue fail to procure that the Shareholders can attend, discuss, and vote in the meeting;
  - c) When attendee(s) of the meeting obstruct(s) or disrupt(s) the order, leading to a risk that the meeting cannot be conducted fairly and legally.
- 26.9. In case the chairperson postpones or suspends the meeting of the General Meeting Of Shareholders in contravention of the provisions of Article 26.8 of this Charter, the General Meeting Of Shareholders shall elect another person from among the attendees to replace the chairperson to chair the meeting until the end; All resolutions passed at that meeting are enforceable.
- 26.10. In case the Company applies modern technology to organize the General Meeting Of Shareholders through online meetings, the Company is responsible for ensuring that Shareholders attend and vote in the form of electronic voting or other electronic forms in accordance with the provisions of the Law On Enterprises and relevant laws.

**Article 27. Cumulative vote<sup>37</sup>**

- 27.1 The voting for the election of the member of the Board Of Directors and Supervisor must be carried out by the method of cumulative voting, whereby each Shareholder has the total number of voting votes corresponding to the total number of voting shares he/she hold multiplied by the number of elected members of the Board Of Directors or the Supervisor and the Shareholders have the right to lump all votes or split part of the total number of votes to vote for one or several candidates.
- 27.2 The elected person from the election of the member of the Board Of Directors or

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<sup>37</sup> Article 148.3 of the Law On Enterprises.

Supervisor shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Charter is reached. In case there are 02 (two) or more candidates who receive the same number of votes for the last member of the Board Of Directors or the Supervisor, a re-election shall be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulations or the Charter.

**Article 28. Conditions for the approval of the resolution of the General Meeting Of Shareholders and the validity of the resolution of the General Meeting Of Shareholders**

**28.1 Conditions for the resolution of the General Meeting Of Shareholders to be approved:<sup>38</sup>**

- a) Except for the matters specified in Article 28.1.b, Article 28.1.c and Article 28.1.f of the Charter, resolutions of the General Meeting Of Shareholders shall be adopted at the meeting of the General Meeting Of Shareholders when they are approved by more than 50% (fifty percent) of the total number of votes cast by all Shareholders attending the meeting and voting at the meeting.
- b) The resolution on the following issues shall be adopted if it is approved by 65% (sixty-five percent) or more of the total number of votes cast by all shareholders attending and voting at the meeting:
  - (i) Type of shares and total number of shares of each type;
  - (ii) Change of business lines and fields;
  - (iii) Change of organizational structure and management of the Company;
  - (iv) Projects to invest in or sell assets with a value of 35% (thirty-five percent) or more of the total value of assets recorded in the Company's latest financial statements;
  - (v) Reorganization and dissolution of the Company.
- c) The voting for the election of members of the Board Of Directors and the Board Of Supervisors must comply with the provisions of Article 27 of this Charter.
- d) In case of approving the resolution of the General Meeting Of Shareholders in the form of collecting opinions in writing, the resolution of the General Meeting Of Shareholders shall be approved if it is approved by the number of shareholders owning more than 50% (fifty percent) of the total number of votes cast by all shareholders with the right to vote.
- e) The Resolution of the General Meeting Of Shareholders shall be notified to Shareholders who have the right to attend the meeting of the General Meeting Of Shareholders within 24 (twenty-four) hours from the date of approval by posting it on the Company's website or other methods as prescribed by the Company. The Resolution of the General Meeting Of Shareholders shall be

<sup>38</sup> Article 148 of the Law On Enterprises.

disclosed in accordance with the regulations.

- f) The Resolution of the General Meeting Of Shareholders on the issues that adversely change the rights and obligations of Shareholders owning preferred shares shall only be approved if the preferred Shareholders attending the meeting owning 75% (seventy-five percent) or more of the total number of preferred shares of the same type approve or the preferred Shareholders owning 75% (seventy-five percent) or more of the total number of preferred shares of the same type approve in case of giving opinions in writing.

28.2 Effectiveness of the resolution of the General Meeting Of Shareholders:<sup>39</sup>

- a) The resolution of the General Meeting Of Shareholders takes effect from the date of adopted of the resolution or from the effective date detailed/implemented in such resolution.
- b) Resolutions of the General Meeting Of Shareholders adopted by 100% (one hundred percent) of the total number of voting shares are lawful and effective even if the order and procedures for convening meetings and the procedures for approving such resolutions are not implemented in accordance with the regulations (including but not limited to the regulations on time limits, form and method of notification; organize meetings, vote to approve the issues at the General Meeting Of Shareholders or collect shareholders' opinions in writing; Contents and format of presentation, approve the minutes of the meeting).
- c) In case the resolution approved by the General Meeting Of Shareholders is subject to a lawsuit directly initiated or requested to initiate by the Shareholders, groups of Shareholders or members of the Board Of Directors , this decision shall continue to be enforced until the Court or Arbitrator makes a different decision, except for the case of application of temporary emergency measures under decisions of competent agencies.

**Article 29. Authority and Procedure for Collecting Shareholders' Opinions in Writing to Approve the Resolution of the General Meeting Of Shareholders** <sup>40</sup>

The authority and procedure of collecting Shareholders' opinions in writing to approve the resolution of the General Meeting Of Shareholders shall comply with the following regulations:

29.1. The Board Of Directors has the right to collect Shareholders' opinions in writing to approve resolutions of the General Meeting Of Shareholders on all issues falling under the authority of the General Meeting Of Shareholders when deeming it necessary, including the following issues:

- a) Amending and supplementing the contents of the Charter;
- b) Company's development orientation;
- c) Type of shares and total number of shares of each type;

<sup>39</sup> Article 152 of the Law On Enterprises.

<sup>40</sup> Article 149 of the Law On Enterprises.

- d) Electing, relieving from office and dismissing members of the Board Of Directors and Supervisor;
  - e) Decision on investment or sale of assets valued at 35% (thirty-five percent) or more of the total value of assets recorded in the Company's latest financial statements;
  - f) Approval of annual financial statements;
  - g) Reorganization and dissolution of the Company.
- 29.2. The Board Of Directors must prepare the opinion form, the draft resolution of the General Meeting Of Shareholders, documents explaining the draft resolution, and send it to all Shareholders entitled to vote at least 10 (ten) days before the deadline for sending back the opinion form. Requirements and methods for sending opinion forms and attachments shall comply with the provisions of Article 24.3 of this Charter.
- 29.3. The opinion form must have the following main contents:
- a) Name, address of the head office, enterprise code;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, number of identity documents of the individual for individual Shareholders; name, enterprise code or number of formation documents of the organization, address of the head office for institutional Shareholders or full name, contact address, nationality, number of identity documents of individuals who is the representative of institutional Shareholders; the number of shares of each type and the number of votes of Shareholders;
  - d) Issues requiring opinions in order to approve the decisions;
  - e) The voting options, including: approve, disapprove, and have no opinions on each issue for consultation;
  - f) The deadline for sending to the Company the completed opinion form;
  - g) Full name and signature of the chairperson of the Board Of Directors or other member of the Board Of Directors authorized by the chairperson of the Board Of Directors.
- 29.4. Shareholders may send the completed opinion form to the Company by mail or email according to the following regulations:
- a) In case of sending mails, the completed opinion form must be signed by the individual Shareholder, or the authorized representative or the legal representative of the institutional Shareholder. The opinion form sent to the Company must be in a sealed envelope and no one is allowed to open it before counting the votes;
  - b) In case of fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

- c) Opinion forms sent to the Company after the time limit specified in the opinion form or have been opened in the case of sending mails or have been disclosed in case of sending fax or e-mail are invalid. Opinion form that are not sent back are considered votes not to participate in voting.

29.5. The Board Of Directors shall conduct the counting of votes and prepare the vote counting minutes under the witness and supervision of the Board Of Supervisors or of Shareholders who do not hold management positions of the Company. The vote counting minutes must contain the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose and issues requiring opinions;
- c) The number of Shareholders and the total number of votes of Shareholders attending the voting, clearly stating the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
- d) The total number of votes in approval, disapproval and have no opinion on each issue;
- e) The issue was approved and the corresponding vote rate;
- f) Full name and signature of the chairperson of the Board Of Directors, the vote counter and the vote counting supervisor.

Members of the Board Of Directors, vote counters and vote counting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions approved due to dishonest and inaccurate vote counting.

29.6. The vote counting minutes and resolutions must be sent to the Shareholders within 15 (fifteen) days from the end of the vote counting. The delivery of the vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 (twenty-four) hours from the time of the end of the vote counting.

29.7. The opinion form that has been completed, the vote counting minutes, the resolution that has been approved and the relevant documents enclosed with the opinion form must be kept at the head office of the Company.

29.8. The Resolution of the General Meeting Of Shareholders approved through collecting Shareholders' opinions in writing shall be as valid as the resolution approved at the meeting of the General Meeting Of Shareholders.

29.9. The Board Of Directors shall stipulates the detailed order and procedures for collecting Shareholders' opinions in writing.

**Article 30. Resolution and minutes of the meeting of the General Meeting Of Shareholders<sup>41</sup>**

- 30.1. The meeting of the General Meeting Of Shareholders must be recorded and may be recorded audio or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be made in a foreign language and must contain the following main contents:
- a) Name, address of the head office, enterprise code;
  - b) Time and place of the meeting of the General Meeting Of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full name of the chairperson and secretary;
  - e) Summary of the meeting's developments and opinions expressed at the meeting of the General Meeting Of Shareholders on each issue in the meeting agenda;
  - f) The number of Shareholders and the total number of votes of the Shareholders attending the meeting, the appendix to the list of shareholders and representatives of Shareholders attending the meeting with the corresponding number of shares and votes;
  - g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinion votes; the corresponding proportion to the number of votes of Shareholders attending the meeting;
  - h) The issues that were approved and the corresponding votes rate;
  - i) Full name, name and signature of the chairperson and secretary of the meeting. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if signed by all other members of the Board Of Directors attending the meeting and contain all the contents as prescribed in Article 30.1 of this Charter (except for the full names and signatures of the chairperson and/or secretary who have refused to sign). The minutes of the meeting clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.
- 30.2. The minutes of the meeting of the General Meeting Of Shareholders must be prepared and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- 30.3. Minutes made in Vietnamese and foreign language have the same legal effect. In case there is a difference in the content between the Vietnamese version and the foreign language version, the contents in Vietnamese version shall prevail.

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<sup>41</sup> Article 150 of the Law On Enterprises.

30.4. Resolutions, minutes of the meeting of the General Meeting Of Shareholders and all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting, resolutions or minutes of vote counting (in case of collecting Shareholders' opinions in writing) must be kept at the head office of the Company and announced in accordance with regulations.

**Article 31. Request to cancel the resolution of the General Meeting Of Shareholders<sup>42</sup>**

Within 90 (ninety) days from the date of receipt of the resolution or the minutes of the meeting of the General Meeting Of Shareholders or the minutes of the vote counting results, the General Meeting Of Shareholders, Shareholders or groups of Shareholders specified in Article 18.2 of this Charter may request the Court or Arbitrator to examine, cancel the resolution or a part of the resolution of the General Meeting Of Shareholders in the following cases:

- 31.1. The order and procedures for convening meetings and making decisions of the General Meeting Of Shareholders seriously violate the provisions of the Law On Enterprises and the Charter, except for the cases specified in Article 28.2.b of this Charter;
- 31.2. The content of the resolution of the General Meeting Of Shareholders violates the law or this Charter.

**CHAPTER VII.**

**THE BOARD OF DIRECTORS**

**Article 32. Candidacy and nomination of members of the Board Of Directors and standards and conditions for members of the Board Of Directors**

32.1. Candidacy and nomination of members of the Board Of Directors:<sup>43</sup>

- a) In case the candidates for members of the Board Of Directors have been determined, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the meeting of the General Meeting Of Shareholders on the Company's website so that Shareholders can look into these candidates before voting. Candidates for members of the Board Of Directors must have a written commitment to the honesty and accuracy of disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board Of Directors. Information related to candidates for members of the Board Of Directors to be disclosed includes:
  - (i) Full name; date of birth;
  - (ii) Professional qualifications;
  - (iii) Work history;

<sup>42</sup> Article 151 of the Law On Enterprises.

<sup>43</sup> Article 274 of Decree No. 155/2020/ND-CP.

- (iv) Other management positions (including positions as members of the board of directors, members of the board of members of other companies);
- (v) Interests related to the Company and related parties of the Company;
- (vi) Other information as prescribed by law (if any).

The Company must be responsible for disclosing information about the companies in which the candidates are holding the position of board of directors, other management titles and interests related to the companies of candidates for members of the Board Of Directors (if any).

- b) Shareholders or groups of Shareholders specified in Article 18.3 of the Charter have the right to nominate candidates for members of the Board Of Directors in accordance with the provisions of Article 18.3 of this Charter.
- c) In case the number of candidates nominated by Shareholders or groups of Shareholders specified in Article 18.3 of the Charter is lower than the number of candidates they are entitled to nominate and/or the number of candidates is insufficient, the incumbent Board Of Directors has the right to recommend additional candidates or organize nominations according to the provisions of the Company's internal regulations, rules and processes.

#### 32.2. Standards and conditions for member of the Board Of Directors:<sup>44</sup>

- a) Standards and conditions for member of the Board Of Directors:
  - (i) Not being subject to the provisions of Article 17.2 of the Law On Enterprises;
  - (ii) Having professional qualifications and experience in business administration or in the fields and business lines of the Company and not necessarily being a Shareholder;
  - (iii) Not concurrently being a member of the board of directors, a member of the board of members, a director (general director) and a head of the board of supervisors of another securities company;
  - (iv) Only concurrently being a member of the board of directors or a member of the board of members of a maximum of 05 (five) other companies, except for the cases specified in Article 32.2.a.iii of the Charter;
  - (v) Other standards and conditions as prescribed by law and the Charter.
- b) Standards and conditions for non-executive member of the Board Of Directors:
  - (i) Fully meet the standards and conditions for members of the Board Of Directors as prescribed in Article 32.2.a of the Charter;

<sup>44</sup> Article 155 of the Law On Enterprises; Article 275 of Decree No. 155/2020/ND-CP and Article 8 of Circular No. 121/2020/TT-BTC.

- (ii) Not concurrently being Company Executives;<sup>45</sup>
  - (iii) Other standards and conditions as prescribed by law and the Charter.
- c) Standards and conditions for independent members of the Board Of Directors:
- (i) Fully meet the standards and conditions for members of the Board Of Directors as prescribed in Article 32.2.a of the Charter;
  - (ii) Not being a person who is working for the Company, the parent company or subsidiary of the Company; not being a person who has worked for the Company, the parent company or subsidiary of the Company for at least the previous 03 (three) consecutive years;
  - (iii) Not being a person who is receiving salary or remuneration from the Company, except for allowances that members of the Board Of Directors are entitled to as prescribed;
  - (iv) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister is a Major Shareholder; not being an Company Manager or manager of the subsidiary of the Company;
  - (v) Not being a person who directly or indirectly owns at least 01% (one percent) of the total voting shares of the Company;
  - (vi) Not being a person who has been a member of the Board Of Directors or a Supervisor of the Company for at least the previous 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;
  - (vii) Other standards and conditions as prescribed by law and the Charter.

An independent member of the Board Of Directors must notify the Board Of Directors that he or she no longer fully meets the forgoing-mentioned standards and conditions and is automatically no longer an independent member of the Board Of Directors from the date he or she no longer fully meets the forgoing-mentioned standards and conditions.

### **Article 33. Composition and term of members of the Board Of Directors<sup>46</sup>**

- 33.1. The number of members of the Board Of Directors shall be at least 03 (three) members and at most 11 (eleven) members. The specific number of members of the Board Of Directors, non-executive members of the Board Of Directors and independent members of the Board Of Directors shall be decided by the General Meeting Of Shareholders from time to time in accordance with the provisions of law.
- 33.2. The term of the Board Of Directors is 05 (five) years and the term of members of the Board Of Directors shall be according to the term of the Board Of Directors. The term

<sup>45</sup> Article 3.56 of Decree No. 155/2020/ND-CP.

<sup>46</sup> Article 154 of the Law On Enterprises and Article 276 of Decree No. 155/2020/ND-CP.

of additional or replacement members of the Board Of Directors shall be the remaining term of the Board Of Directors. Members of the Board Of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board Of Directors for no more than 02 (two) consecutive terms.

33.3. If at the end of the term of the Board Of Directors, the Board Of Directors of the new term has not been elected, the Board Of Directors of the term just ended shall continue to operate until the Board Of Directors of the new term is elected and takes over the work.

33.4. The structure of members of the Board Of Directors is as follows:

a) When the Company is a public company, the number of non-executive members of the Board Of Directors must procure the following provisions:

(i) There must be at least 01 (one) non-executive member of the Board Of Directors in case the Company has the number of members of the Board Of Directors from 03 (three) to 05 (five) members;

(ii) There must be at least 02 (two) non-executive members of the Board Of Directors in case the Company has the number of members of the Board Of Directors from 06 (six) to 08 (eight) members;

(iii) There must be at least 03 (three) non-executive members of the Board Of Directors in case the Company has the number of members of the Board Of Directors from 09 (nine) to 11 (eleven) members.

b) When the Company is a listed public company, the number of independent members of the Board Of Directors must procure the following provisions:

(i) There must be at least 01 (one) independent member of the Board Of Directors in case the Company has the number of members of the Board Of Directors from 03 (three) to 05 (five) members;

(ii) There must be at least 02 (two) independent members of the Board Of Directors in case the Company has the number of members of the Board Of Directors from 06 (six) to 08 (eight) members;

(iii) There must be at least 03 (three) independent members of the Board Of Directors in case the Company has the number of members of the Board Of Directors from 09 (nine) to 11 (eleven) members.

33.5. When the Company is not recognized as a public company in accordance with legal regulations on securities, the structure of members of the Board Of Directors shall be applied according to the structure of members of the board of directors in accordance with the provisions of the Law On Enterprises.

33.6. The election of members of the Board Of Directors must be disclosed in accordance with the law on information disclosure on the securities market.

**Article 34. Relief, dismissal, replacement, and addition of members of the Board Of Directors<sup>47</sup>**

- 34.1. The General Meeting Of Shareholders shall relieve a member of the Board Of Directors from office in the following cases:
- a) No longer fully meet the standards and conditions specified in Article 32.2 of this Charter;
  - b) Having a letter of resignation that is approved;
  - c) Other cases as prescribed by law and the Charter.
- 34.2. The General Meeting Of Shareholders shall dismiss a member of the Board Of Directors in the following cases:
- a) Failure to participate in the activities of the Board Of Directors for 06 (six) consecutive months, except for force majeure cases;
  - b) According to the resolution of the General Meeting Of Shareholders when the General Meeting Of Shareholders deems it necessary;
  - c) Other cases as prescribed by law and the Charter.
- 34.3. When deeming it necessary, the General Meeting Of Shareholders shall decide to replace the members of the Board Of Directors.
- 34.4. The election of additional and replacement members of the Board Of Directors shall comply with the following provisions:
- a) When the number of members of the Board Of Directors is reduced by more than 1/3 (one-third) compared to the number of members of the Board Of Directors decided by the General Meeting Of Shareholders from time to time as prescribed in the Charter, the Board Of Directors must convene a meeting of the General Meeting Of Shareholders within 60 (sixty) days from the date the number of members of the Board Of Directors is reduced by more than 1/3 (one-third);
  - b) When the number of remaining members of the Board Of Directors is less than the minimum number of members of the Board Of Directors as prescribed by law, the Board Of Directors must convene a meeting of the General Meeting Of Shareholders within 60 (sixty) days from the date the number of remaining members of the Board Of Directors is less than the minimum number of members of the Board Of Directors as prescribed by law;<sup>48</sup>
  - c) When an independent member of the Board Of Directors no longer fully meets the standards and conditions specified in Article 32.2.c of the Charter, the Board Of Directors must notify at the nearest meeting of the General Meeting Of Shareholders or convene a meeting of the General Meeting Of Shareholders to elect additional or replacement independent member of the Board Of Directors

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<sup>47</sup> Article 160 of the Law On Enterprises.

<sup>48</sup> Article 140.1 and Article 140.2 of the Law On Enterprises.

within 06 (six) months from the date of receipt of the notice of the independent member of the Board Of Directors of the failure to fully meet the standards and conditions;<sup>49</sup>

- d) Except for cases specifically prescribed, the General Meeting Of Shareholders shall elect a new member to replace the member of the Board Of Directors who was relieved from office or dismissed at the nearest meeting of the General Meeting Of Shareholders.

**Article 35. Rights and obligations of the Board Of Directors<sup>50</sup>**

35.1. The Board Of Directors is the Company's management body, has the full right to decide and perform the Company's rights and obligations on behalf of the Company, except for the rights and obligations of the General Meeting Of Shareholders.

35.2. The rights and obligations of the Board Of Directors are stipulated by law, the Charter and the General Meeting Of Shareholders. Specifically, the Board Of Directors has the following rights and obligations:

- a) To decide on the Company's strategy, medium-term development plan and annual business plan;
- b) To propose the type of shares and the total number of shares entitled to be offered for sale of each type;
- c) To decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; to decide on raising additional capital by other means;
- d) To decide on the offer, issuance and issuance plan of privately offer bonds and publicly offered bonds (excluding convertible bonds and bonds with warrants under the authority of the General Meeting Of Shareholders) regardless of the offer, issuance value;
- e) To decide on the selling price of shares and bonds of the Company;
- f) To decide on the repurchase of shares according to the provisions of Article 133.1 and Article 133.2 of the Law On Enterprises; to decide on the repurchase price of shares not contrary to the provisions of law;
- g) To decide on investment plans and investment projects within the authority and limits as prescribed by law and this Charter; to decide on and to approve the investment, purchase, sale, borrowing, lending, contracts and transactions with a value of less than 35% (thirty-five percent) of the total value of assets recorded in the Company's latest financial statements, except for cases under the authority of the General Meeting Of Shareholders. The Board Of Directors has the right to decentralize, devolve and assign the chairperson of the Board Of Directors,

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<sup>49</sup> Article 155.3 of the Law On Enterprises.

<sup>50</sup> Article 133, Article 153 of the Law On Enterprises and Article 278 of Decree No. 155/2020/ND-CP.

members of the Board Of Directors and the General Director to perform these rights and obligations;

- h) To decide on solutions for market development, marketing and technology;
- i) To decide on and approve the purchase, sale, borrowing, lending, contracts and transactions with a value of 35% (thirty-five percent) or more of the total value of assets recorded in the Company's latest financial statements, except for cases under the authority of the General Meeting Of Shareholders. The Board Of Directors has the right to decentralize, devolve and assign the chairperson of the Board Of Directors, members of the Board Of Directors and the General Director to perform these rights and obligations;
- j) To elect, relieve from office and dismiss the chairperson of the Board Of Directors; appoint, relieve from office, dismiss and decide to sign contracts and terminate contracts with the General Director and other positions as prescribed in the Charter; to decide on the salary, remuneration, bonus, and other benefits of the General Director and other positions as prescribed in the Charter; to appoint authorized representatives to participate in the board of members or the general meeting of shareholders at other companies, to decide on the remuneration and other benefits of those people;
- k) To supervise and direct the Company Managers and Deputy General Director in managing and operating the Company's daily business;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, transaction offices, representative offices of the Company; to decide on the registration of purchase, establishment, capital contribution, purchase or transfer (in any form) of contributed capital or shares in other organizations or enterprises within the limits prescribed by law and the Charter;
- m) To approve programs and contents of documents for the meeting of the General Meeting Of Shareholders, to convene the meetings of the General Meeting Of Shareholders or to collect opinions for the General Meeting Of Shareholders to adopt resolutions;
- n) To submit audited annual financial statements and report on the activities of the Board Of Directors to the General Meeting Of Shareholders in accordance with law;
- o) To propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process; carry out the dividend payments to Shareholders in accordance with the law after being approved at the annual meeting of the General Meeting Of Shareholders;
- p) To propose the reorganization and dissolution of the Company; to request the bankruptcy of the Company;

- q) To develop internal processes on the procedure, and order of convening and voting at the meeting of the General Meeting Of Shareholders and the Board Of Directors; to decide to promulgate the operating regulations of the Board Of Directors and internal regulations on corporate governance after being approved by the General Meeting Of Shareholders; to decide to promulgate the regulations on information disclosure of the Company; to develop and to promulgate other internal regulations, rules and processes of the Company in accordance with the law, the Charter and the internal regulations, rules and processes of the Company;
- r) To promulgate internal regulations to stipulate principles, decentralization of authority, and decision-making according to the actual operation from time to time;
- s) To establish departments or appoint person(s) to perform the tasks of internal audit, risk management, and internal control in accordance with the law;<sup>51</sup>
- t) Conflicts settlement within the Company: to prevent and settle conflicts that may arise between Shareholders and the Company. The Board Of Directors may appoint staff to deploy necessary systems or establish specialized departments to settle conflicts within the Company or for such purpose;
- u) To approve transactions that are outside the scope of the business and financial plan submitted by the General Director and/or the Board Of Management (if any), except for transactions under the authority of the General Meeting Of Shareholders;
- v) To have the power to veto the decision of the General Director and/or the Board Of Management in carrying out any standard activity, provided that such veto is justified;
- w) To decide and organize the change of the Legal Representative from time to time;
- x) To decide on issues, perform tasks and duties authorized, devolved, assigned and decentralized by the General Meeting Of Shareholders that are not contrary to the provisions of law, the Charter, and in accordance with the resolutions of the General Meeting Of Shareholders;
- y) Other rights and obligations as prescribed by law, the Charter and the Company's internal regulations, rules, and processes.

35.3. The Board Of Directors has the right to authorize, devolve, assign and decentralize to the chairperson of the Board Of Directors, members of the Board Of Directors, General Director, Deputy General Directors, Board Of Management and/or other individuals, departments, divisions and units to decide on issues and perform tasks within the scope of its rights and obligations.

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<sup>51</sup> Article 8.4 of Circular No. 121/2020/TT-BTC.

35.4. The Board Of Directors must report to the General Meeting Of Shareholders on the operating results of the Board Of Directors in accordance with law.

**Article 36. Remuneration, bonuses, and other benefits of members of the Board Of Directors<sup>52</sup>**

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

36.2. Members of the Board Of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the duties of a member of the Board Of Directors and the daily remuneration. The Board Of Directors estimates the remuneration for each member based 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 meeting.

36.3. 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, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting Of Shareholders at the annual meeting.

36.4. A member of the Board Of Directors who holds an executive position or a member of the Board Of Directors who works in subcommittees of the Board Of Directors or performs other tasks outside the scope of duties of a member of the Board Of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board Of Directors.

36.5. A member of the Board Of Directors is entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred in performing his or her responsibilities as a member of the Board Of Directors, including expenses incurred in attending the meeting of the General Meeting Of Shareholders, the Board Of Directors or subcommittees of the Board Of Directors.

36.6. A member of the Board Of Directors may be insured by the Company with liability insurance after approval by the General Meeting Of Shareholders. This insurance does not include coverage for the liabilities of a member of the Board Of Directors related to violations of laws and the Charter.

**Article 37. Rights and obligations of the chairperson of the Board Of Directors<sup>53</sup>**

37.1. The chairperson of the Board Of Directors shall be elected, relieved from office or dismissed by the Board Of Directors from among the members of the Board Of Directors.

37.2. The chairperson of the Board Of Directors shall not concurrently serve as the General Director.<sup>54</sup>

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<sup>52</sup> Article 163 of the Law On Enterprises.

<sup>53</sup> Article 156 of the Law On Enterprises.

<sup>54</sup> Article 156.2 of the Law On Enterprises and Article 275.2 of Decree No. 155/2020/ND-CP.

37.3. The chairperson of the Board Of Directors has the following rights and obligations:

- a) Prepare the program and plan of activities of the Board Of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, chair and preside over the meeting of the Board Of Directors;
- c) Organize the approval of resolutions and decisions of the Board Of Directors; sign documents under the authority of the Board Of Directors on behalf of the Board Of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board Of Directors;
- e) Chair the meeting of the General Meeting Of Shareholders;
- f) Lead and procure the effective operation of the Board Of Directors;
- g) Develop, implement and review the operating procedures of the Board Of Directors;
- h) Schedule the meetings of the Board Of Directors and departments and subcommittees of the Board Of Directors;
- i) Prepare agendas for meetings of the Board Of Directors;
- j) Regularly meet with the General Director and act as a liaison between the Board Of Directors and the Board Of Management;
- k) Procure the exchange of information is complete, prompt, accurate and clear between members of the Board Of Directors and the chairperson of the Board Of Directors;
- l) Procure effective communication and contact with Shareholders;
- m) Organize periodic evaluation of the performance of the Board Of Directors, subcommittees of the Board Of Directors and each member of the Board Of Directors;
- n) Create favorable conditions for independent members of the Board Of Directors and non-executive members of the Board Of Directors to operate effectively; establish constructive relationships between members of the Board Of Directors;
- o) Decide on issues, perform tasks and duties authorized, devolved, assigned and decentralized by the General Meeting Of Shareholders and/or the Board Of Directors that are not contrary to the provisions of law, the Charter and in accordance with the resolutions of the General Meeting Of Shareholders and/or resolutions and decisions of the Board Of Directors;
- p) Decide on and approve the investment, purchase, sale, borrowing, lending, contracts and transactions with a value of less than 20% (twenty percent) of the total value of assets recorded in the Company's latest financial statements, except for cases under the authority of the General Meeting Of Shareholders or cases with proposals of the chairperson of the Board Of Directors submitted to

the Board Of Directors for approval and decision. The chairperson of the Board Of Directors has the right to decentralize, devolve, and assign members of the Board Of Directors and the General Director to perform these rights and obligations;

- q) Decide on the appointment, relief, dismissal of positions, and decide on other issues related to human resources in accordance with the provisions of the Company's internal regulations, rules and processes;
- r) Other rights and obligations as prescribed by law, the Charter and the Company's internal regulations, rules and processes.

37.4. The chairperson of the Board Of Directors has the right to authorize, devolve, assign and decentralize to members of the Board Of Directors, General Director, Deputy General Directors, Board Of Management and/or other individuals, departments, divisions and units to decide on issues and perform tasks within the scope of his/her rights and obligations.

37.5. In case the chairperson of the Board Of Directors submits a letter of resignation or is relieved from office or is dismissed, the Board Of Directors must elect a replacement within 30 (thirty) days from the date of receipt of the letter of resignation or from the date of relief or dismissal.

37.6. In case the chairperson of the Board Of Directors is absent or unable to perform his/her duties, the chairperson of the Board Of Directors must authorize in writing 01 (one) other member to perform the rights and perform the obligations of the chairperson of the Board Of Directors according to the principles (if any) specified in the Company's internal regulations, rules and processes. In case there is no authorized person or the chairperson of the Board Of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, escapes from the place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members of the Board Of Directors shall elect 01 (one) member among the remaining members to hold the position of chairperson of the Board Of Directors according to the principle of majority approval of the remaining members until a new decision of the Board Of Directors is made.

37.7. In case the chairperson of the Board Of Directors is also the Legal Representative, the chairperson of The Board Of Directors has the corresponding rights and obligations in accordance with the Charter.

### **Article 38. Rights and obligations of members of the Board Of Directors**

38.1. Members of the Board Of Directors have the following rights and obligations:

- a) To be provided with information as prescribed below.<sup>55</sup>

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<sup>55</sup> Article 159 of the Law On Enterprises.

- (i) Members of the Board Of Directors have the right to request the General Director, Deputy General Director and Company Managers to provide information and documents on the financial situation and business activities of the Company and the Company's units;
- (ii) The General Director, Deputy General Director and Company Managers are responsible for timely, completely, and accurately providing information and documents as requested by members of the Board Of Directors.

The order and procedures for requesting and providing information in this case shall comply with the Company's internal regulations, rules and processes;

- b) Receive remuneration, bonuses, and other benefits as prescribed in Article 36 of the Charter;
- c) Authorize another person to attend and vote at the meeting of the Board Of Directors if approved by a majority of members of the Board Of Directors;<sup>56</sup>
- d) Perform assigned rights and obligations in accordance with the provisions of law, the Charter, resolutions of the General Meeting Of Shareholders and resolutions and decisions of the Board Of Directors;
- e) Decide on issues, perform tasks and duties authorized, devolved, assigned and decentralized by the General Meeting Of Shareholders and/or the Board Of Directors and/or the chairperson of the Board Of Directors that are not contrary to the provisions of law, the Charter and in accordance with the resolutions of the General Meeting Of Shareholders and/or resolutions and decisions of the Board Of Directors and/or resolutions and decisions of the chairperson of the Board Of Directors;
- f) Perform the assigned rights and obligations honestly and prudently to procure the maximum legitimate interests of the Company and Shareholders;
- g) Be loyal to the interests of the Company and Shareholders; do not abuse position, title and do not use information, secrets, business opportunities, or assets of the Company for personal gain or to serve the interests of other organizations or individuals;
- h) Fully attend the meetings of the Board Of Directors; discuss and vote on issues raised in the meeting, except for cases where he or she is not entitled to discuss and vote according to the provisions of law and the Charter;
- i) Fully, accurately, and promptly notify the Company of the contents specified in Article 164.2 of the Law On Enterprises;
- j) Not be entitled to an increase in remuneration or bonuses payment when the Company fails to fully pay due debts;
- k) Other rights and obligations as prescribed by law, the Charter, and the

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<sup>56</sup> Article 157.11 of the Law On Enterprises.

Company's internal regulations, rules, and processes.

38.2. In addition to the rights and obligations of members of the Board Of Directors specified in Article 38.1 of the Charter, independent members of the Board Of Directors also have the following rights and obligations:

- a) Propose to the Board Of Directors to organize the extraordinary meeting of the General Meeting Of Shareholders or propose to the Board Of Supervisors to organize the extraordinary meeting of the General Meeting Of Shareholders in case the Board Of Directors rejects this proposal;
- b) Hire a consulting or auditing organization to perform their duties;
- c) Provide independent opinions on issues related to the reward plan, remuneration, salary and bonus for members of the Board Of Directors and the Company Managers;
- d) Provide independent opinions on relevant major transactions and report to the management authorities when deemed necessary;
- e) When the Company is a listed public company, each independent member of the Board Of Directors must make an evaluation report on the operation of the Board Of Directors;
- f) Other rights and obligations as prescribed by law, the Charter and the Company's internal regulations, rules, and processes.

The organization of and coordination in the activities of independent members of the Board Of Directors shall be carried out in accordance with the Company's internal regulations, rules, and processes.

#### **Article 39. Approval of resolutions and decisions of the Board Of Directors**

39.1. The Board Of Directors approves resolutions and decisions by voting at the meeting, collecting opinions in writing, collecting opinions via electronic mail (email) or other forms. Each member of the Board Of Directors has 01 (one) vote.<sup>57</sup>

39.2. In cases where resolutions and decisions are approved by voting at meetings, resolutions and decisions of the Board Of Directors shall be approved if approved by the majority of attending members. In cases of equal votes, the final decision shall belong to the side with the opinion of the chairperson of the Board Of Directors.<sup>58</sup>

39.3. In case where resolutions and decisions are approved by collecting written opinions, via electronic mail (email) or other forms, resolutions and decisions of the Board Of Directors shall be approved if approved by the majority of attending members. In case of equal votes, the final decision shall belong to the side with the opinion of the chairperson of the Board Of Directors.

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<sup>57</sup> Article 153.3 of the Law On Enterprises.

<sup>58</sup> Article 157.12 of the Law On Enterprises.

#### **Article 40. The meeting of the Board Of Directors<sup>59</sup>**

- 40.1. The chairperson of the Board Of Directors of the new term shall be elected at the first meeting of the Board Of Directors of the new term within 07 (seven) working days from the end of the election of the Board Of Directors of that new term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than 01 (one) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select 01 (one) of them to convene a meeting of the Board Of Directors.
- 40.2. The Board Of Directors must meet at least 01 (one) time per quarter and may hold extraordinary meetings. The Board Of Directors may meet at the Company's head office or at another location. The Board Of Directors' meeting may be held in person, online or in other forms. The meeting location is the location where the meeting chair is present.
- 40.3. The chairperson of the Board Of Directors shall convene the meeting of the Board Of Directors in the following cases:
- a) Upon request of the Board Of Supervisors or an independent member of the Board Of Directors;
  - b) Upon request of the General Director or at least 05 (five) other Company Managers;
  - c) Upon request of at least 02 (two) members of the Board Of Directors;
  - d) Other cases as prescribed by law and the Charter.
- 40.4. The request specified in Article 40.3 of the Charter must be made in writing, clearly stating the purpose and issues to be discussed and decided within the authority of the Board Of Directors.
- 40.5. The chairperson of the Board Of Directors must convene the meeting of the Board Of Directors within 07 (seven) working days from the date of receipt of the request specified in Article 40.3 of the Charter. In case the meeting of the Board Of Directors is not convened as requested, the chairperson of the Board Of Directors shall be responsible for any damages caused to the Company; the person requesting shall have the right to replace the chairperson of the Board Of Directors to convene the meeting of the Board Of Directors.
- 40.6. The chairperson of the Board Of Directors or the convener of the meeting of the Board Of Directors must send a notice of invitation to the meeting at least 03 (three) working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda and the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting ballot of the members.

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<sup>59</sup> Article 157 and 158 of the Law On Enterprises.

- 40.7. The notice of invitation to the meeting of the Board Of Directors must be made in writing and may be sent by post, electronic mail (email) or other methods, but must procure that it reaches the contact address of each member of the Board Of Directors registered with the Company.
- 40.8. The chairperson of the Board Of Directors or the convener of the meeting of the Board Of Directors shall be responsible for sending the notice of invitation to the meeting and attachments to the Supervisors as for the members of the Board Of Directors. The Supervisors have the right to attend meetings of the Board Of Directors; have the right to discuss but not vote.
- 40.9. The meeting of the Board Of Directors shall be held when 3/4 (three-quarters) or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Article 40.9 does not have the required number of members, it may be convened for the second time within 07 (seven) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board Of Directors attend the meeting.
- 40.10. Members of the Board Of Directors are considered to attend and vote at the meeting in the following cases:
- a) Attend and vote directly at the meeting;
  - b) Authorize another person to attend and vote at the meeting in accordance with Article 40.12 of the Charter;
  - c) Attend and vote via online conference, electronic voting or other electronic forms;
  - d) Send the voting ballot to the meeting via mail, fax, electronic mail (email).
- 40.11. In case of sending the voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the chairperson of the Board Of Directors or the convener of the meeting of the Board Of Directors at least 01 (one) hour before the opening of the meeting. The voting ballot shall only be opened in the presence of all attendees.
- 40.12. Members of the Board Of Directors must attend all meetings of the Board Of Directors. Members of the Board Of Directors may authorize another person to attend and vote at the meeting if approved by a majority of members of the Board Of Directors.
- 40.13. A member of the Board Of Directors shall not be entitled to participate in voting on matters which the law and this Charter stipulate that such member shall not be entitled to vote.
- 40.14. Minutes of the meeting of the Board Of Directors:
- a) The meeting of Board Of Directors must be recorded in minutes and may be recorded audio, or recorded and stored in other electronic forms. The minutes of the Board Of Directors' meetings include the following main contents:
    - (i) Name, address of the head office, enterprise code;

- (ii) Purpose, agenda, and contents of the meeting; time and place of the meeting;
- (iii) Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
- (iv) Issues are discussed and voted on at the meeting;
- (v) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- (vi) The voting results, clearly stating the members who approve, disapprove and have no opinion;
- (vii) The issue was approved and the corresponding voting rate;
- (viii) Full name and signature of the chairperson and the person recording the minutes, except in the case where the chairperson and/or the person recording the minutes refuses to sign the meeting minutes.

In the case where the chairperson and/or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board Of Directors attending and agreeing to approve the minutes of the meeting sign and have full content as prescribed in Article 40.14.a of the Charter (except for the full name and signature of the chairperson and/or the person recording the minutes who refused to sign), the minutes shall be valid. In this case:

- The minutes of the meeting clearly state that the chairperson and/or the person recording the minutes refuses to sign the minutes of the meeting;
  - The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the Board Of Directors' meeting;
  - The chairperson and/or the person recording the minutes are personally responsible for the damage caused to the Company due to the refusal to sign the minutes of the meeting in accordance with the law, the Charter and the Company's internal regulations, rules and processes.
- b) The chairperson, the person recording the minutes, and the minutes signatories shall be responsible for the truthfulness and accuracy of the content of the Board Of Directors' meeting minutes.
  - c) The Board Of Directors' meeting minutes must be prepared in Vietnamese and may be prepared in a foreign language, with equal legal effect. In case of any difference in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.
  - d) The Board Of Directors' meeting minutes and documents used in the meeting must be kept at the Company's head office.

**Article 41. Procedures for collecting members of the Board Of Directors' opinions in writing**

- 41.1. The chairperson of the Board Of Directors shall decide on the collection of opinions of members of the Board Of Directors in writing.
- 41.2. The assigned individual/unit or the office of the Board Of Directors shall prepare the opinion form and necessary documents related to the content requesting for opinions. The opinion form and attachments must be sent by registered mail to the contact address of each member of the Board Of Directors (including the form of sending electronic mail (email) to the electronic mail (email) addresses of members).
- 41.3. The opinion form must have the following main contents:
  - a) Name, address of the head office, enterprise code;
  - b) Purpose of collecting opinions;
  - c) Full names and contact addresses of members of the Board Of Directors;
  - d) Issues requesting opinions;
  - e) Voting options, including: approve, disapprove, and have no opinion;
  - f) The deadline for sending the completed opinion form to the Company;
  - g) Full name, name, and signature of the chairperson of the Board Of Directors.
- 41.4. Upon receiving the opinion form, members of the Board Of Directors are responsible for giving their opinions and responding in writing within the required time limit. The completed opinion form must have the full name and signature of the Board Of Directors member and be sent to the Company according to the Company's regulations.
- 41.5. The assigned individual/unit or the office of the Board Of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of at least 01 (one) Supervisor. The vote counting minutes must have the following main contents:
  - a) Name, address of the head office, enterprise code;
  - b) Purposes and issues requesting for opinions;
  - c) The total number of votes sent, total number of votes collected, total number of valid votes, and total number of invalid votes. The vote counting minutes must contain an appendix to the list of members of the Board Of Directors who have participated in voting;
  - d) The total number of votes in approval, disapproval, and having no opinion on each issue;
  - e) Full name, signature of the individual/unit/department in charge of counting votes, and the supervising Supervisor(s).
- 41.6. The assigned individual/unit or the office of the Board Of Directors participating in collecting written opinions from members of the Board Of Directors and the Supervisor supervising the vote counting must be jointly responsible for the truthfulness and

accuracy of the vote counting minutes; jointly responsible for damages arising from resolutions and decisions approved due to dishonest or inaccurate vote counting.

- 41.7. The vote counting minutes, together with the resolutions and decisions of the Board Of Directors approved based on the results of the vote counting, must be sent to the members of the Board Of Directors within 15 (fifteen) days from the date of completion of the vote counting.
- 41.8. The opinion form that has been completed, the vote counting minutes, the full text of the approved resolution and decision, and relevant documents must be kept at the head office of the Company.
- 41.9. Resolutions and decisions approved by collecting written opinions of Board Of Directors members have the same value as resolutions and decisions approved at the Board Of Directors' meeting.

**Article 42. Procedure for collecting members of the Board Of Directors' opinions via electronic mail (email)**

- 42.1. The chairperson of the Board Of Directors shall decide on the collection of opinions of members of the Board Of Directors via electronic mail (email).
- 42.2. The assigned individual/unit or the office of the Board Of Directors shall prepare the opinion form and necessary documents related to the content of the opinion request. The opinion form and accompanying documents must be sent from the electronic mail (email) address of the assigned individual/unit or the office of the Board Of Directors to the electronic mail (email) address of each member of the Board Of Directors (provided by the members of the Board Of Directors).
- 42.3. The opinion form is prepared in the form of an electronic mail (email) and must have the following main contents:
  - a) Purpose of collecting opinions;
  - b) Issues requiring opinions;
  - c) Voting options, including: approval, disapproval and have no opinion;
  - d) The deadline for sending opinions and electronic mail (email) address to receive opinions.
- 42.4. Opinions of each member of the Board Of Directors (approval, disapproval or have no opinion) must be sent directly from the electronic mail (email) address of that member in accordance with regulations.
- 42.5. The assigned individual/unit or the office of the Board Of Directors shall conduct the check of opinions of the Board Of Directors members. The assigned individual/unit or the office of the Board Of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of at least 01 (one) Supervisor. The vote counting minutes must have the following main contents:
  - a) Name, address of the head office, enterprise code;

- b) Purposes and issues requiring opinions;
  - c) The total number of electronic mails (emails) sent, total number of electronic mails (emails) received, total number of valid votes and total number of invalid votes. The vote counting minutes must contain an appendix to the list of members of the Board Of Directors who have participated in voting;
  - d) The total number of votes in approval, disapproval and have no opinion on each issue;
  - e) Full name, signature of the individual/unit/department in charge of counting votes and the Supervisor.
- 42.6. The assigned individual/unit or the office of the Board Of Directors participating in collecting opinions of members of the Board Of Directors via email and the Supervisor supervising the vote counting must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for damages arising from resolutions and decisions approved due to dishonest or inaccurate vote counting.
- 42.7. The vote counting minutes, together with the resolutions and decisions of the Board Of Directors approved based on the results of the vote counting, must be sent to members of the Board Of Directors within 15 (fifteen) days from the date of completion of the vote counting.
- 42.8. Electronic mails (emails) sent and received, the vote counting minutes, the full text of the approved resolution and decision, and relevant documents must be kept at the head office of the Company.
- 42.9. Resolutions and decisions approved by collecting opinions of members of the Board Of Directors via electronic mail (email) have the same value as resolutions and decisions approved at the Board Of Directors' meeting.

#### **Article 43. Subcommittees of the Board Of Directors**

- 43.1. The Board Of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the Board Of Directors. The activities of the subcommittee must comply with the regulations of the Board Of Directors. Resolutions and decisions of the subcommittee shall only be effective when the majority of members attend and vote for approval at the meeting of the subcommittee.
- 43.2. The implementation of resolutions and decisions of the Board Of Directors or subcommittees of the Board Of Directors must be in accordance with current legal regulations, and the provisions of the Charter, the Company's regulations, rules, and processes.

#### **Article 44. The person in charge of Company governance<sup>60</sup>**

- 44.1. When the Company is a public company, the Board Of Directors shall appoint at least 01 (one) person in charge of Company governance to support corporate governance at the Company. The person in charge of Company governance may concurrently serve as the Company Secretary in accordance with Article 156.5 of Law On Enterprises.
- 44.2. The person in charge of Company governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
- 44.3. The person in charge of Company governance has the following rights and obligations:
- a) Advise the Board Of Directors on organizing the meeting of the General Meeting Of Shareholders in accordance with regulations and related work between the Company and Shareholders;
  - b) Prepare meetings of the Board Of Directors, the Board Of Supervisors and the General Meeting Of Shareholders at the request of the Board Of Directors or the Board Of Supervisors;
  - c) Advise on meeting procedures;
  - d) Attend meetings;
  - e) Advise on procedures for preparing resolutions and decisions of the Board Of Directors in accordance with the provisions of law;
  - f) Provide financial information, minutes of meetings of the Board Of Directors and other information to members of the Board Of Directors and Supervisors;
  - g) Supervise and report to the Board Of Directors on the Company's information disclosure activities;
  - h) Be the focal point for contacting with relevant parties;
  - i) Keep information confidential in accordance with the provisions of law and the Charter;
  - j) Other rights and obligations as prescribed by law, the Charter and the Company's internal regulations, rules and procedures.

### **CHAPTER VIII.**

#### **THE GENERAL DIRECTOR, THE BOARD OF MANAGEMENT, AND OTHER EXECUTIVES**

##### **Article 45. Organization of the executive apparatus**

The Company's executive system must procure that the executive apparatus is responsible to the Board Of Directors and is subject to the supervision and direction of the Board Of Directors in the Company's daily business operations. The Company has the General Director, Deputy

<sup>60</sup> Article 281 of Decree No. 155/2020/ND-CP.

General Director (if any, depending on the period) and chief accountant of the Company. The appointment, relief and dismissal of the forgoing positions are under the authority of the Board Of Directors.

#### **Article 46. The Company Executives**

- 46.1. The Company Executives include the General Director, Deputy General Director and chief accountant of the Company.
- 46.2. The Company is allowed to recruit for other positions with the number and standards in accordance with the structure, internal regulations and rules of the Company. The Company Executives must be responsible for supporting the Company to achieve the set goals in operation and organization.
- 46.3. The General Director shall be paid salary and bonus. The salary and bonus of the General Director shall be decided by the Board Of Directors.<sup>61</sup>
- 46.4. The salary of the General Director shall be included in the Company's business expenses in accordance with the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting Of Shareholders at the annual meeting.<sup>62</sup>

#### **Article 47. Appointment, relief, dismissal, rights and obligations of members of the Board Of Management**

- 47.1. The General Director is the person who manages the daily business of the Company; to be under supervision by the Board Of Directors; to be responsible to the Board Of Directors and the law for the implementation of assigned rights and obligations.
- 47.2. Appointment, relief and dismissal of members of the Board Of Management:
  - a) The Board Of Directors shall appoint 01 (one) member of the Board Of Directors or hire another person to be the General Director. Depending on the actual management and administration needs, the Board Of Directors may appoint a member of the Board Of Directors or hire another person to be the Deputy General Director. The term of the General Director and Deputy General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms;
  - b) The Board Of Directors has the right to relieve or dismiss the General Director and Deputy General Director.
- 47.3. Standards and conditions for members of the Board Of Management:
  - a) Standards and conditions for the General Director:<sup>63</sup>
    - (i) Not being subject to the provisions of Article 17.2 of the Law On Enterprises;

<sup>61</sup> Article 163.2 of the Law On Enterprises.

<sup>62</sup> Article 163.3 of the Law On Enterprises.

<sup>63</sup> Article 162.5 of the Law On Enterprises; Article 74.5 of the Law On Securities and Article 10 of Circular No. 121/2020/TT-BTC.

- (ii) Must not be a Related Person of the Company Managers, Supervisors, and supervisors of the parent company of the Company, representative of state capital, representative of enterprise capital at the Company and the parent company of the Company as prescribed in Article 4.46.d of the Law On Securities;
  - (iii) Having professional qualifications and experience in business administration of the Company;
  - (iv) Not concurrently working for another securities company, fund management company or another enterprise ; not being a member of the board of directors or the board of members of another securities company;
  - (v) Not being subject to criminal prosecution or serving a prison sentence or being banned from practicing securities according to the provisions of law;
  - (vi) Having at least 02 (two) years of working experience in professional departments of organizations in the fields of finance, securities, banking, insurance or in finance, accounting and investment departments in other enterprises;
  - (vii) Having a certificate of practice in financial analysis or a certificate of practice in fund management;
  - (viii) Other standards and conditions as prescribed by law and the Charter.
- b) Standards and conditions for the Deputy General Director:<sup>64</sup>
- (i) Not being subject to the provisions of Article 17.2 of the Law On Enterprises;
  - (ii) Not concurrently working for another securities company, fund management company or another enterprise ;
  - (iii) If the Deputy General Director is in charge of professional activities, he or she must satisfy the following requirements:
    - Not being subject to criminal prosecution or serving a prison sentence or being banned from practicing securities according to the provisions of law;
    - Having at least 02 (two) years of working experience in professional departments of organizations in the fields of finance, securities, banking, insurance or in finance, accounting and investment departments in other enterprises;
    - Having a securities practice certificate suitable the profession in charge;
  - (iv) Other standards and conditions as prescribed by law and the Charter.

<sup>64</sup> Article 74.5 of the Law On Securities and Article 10 of Circular No. 121/2020/TT-BTC.

47.4. Rights and obligations of members of the Board Of Management:

- a) The General Director has the following rights and obligations:<sup>65</sup>
- (i) Decide on matters related to the Company's daily business operations that are not under the authority of the Board Of Directors;
  - (ii) Organize the implementation of resolutions and decisions of the Board Of Directors;
  - (iii) Organize the implementation of the Company's business plan and investment plan;
  - (iv) Propose the Company's organizational structure and internal management regulations;
  - (v) Appoint, relieve, and dismiss positions in the Company, except for cases under the authority of the General Meeting Of Shareholders, the Board Of Directors, and the chairperson of the Board Of Directors;
  - (vi) Decide on salaries, bonuses, and other benefits for employees and decide on other matters related to human resources, except for cases under the authority of the General Meeting Of Shareholders, the Board Of Directors, and the chairperson of the Board Of Directors;
  - (vii) Prepare and submit annual financial statements to the Board Of Directors; take responsibility for the accuracy and truthfulness of financial statements, statistical reports, settlement data, and other financial information;
  - (viii) Promulgate internal regulations, rules, and processes within the scope of his/her authority; establish operational processes and procedures to operate the business operating system and reporting information system;
  - (ix) Recruit employees within the scope of his/her authority;
  - (x) Propose plans to pay dividends or handle business losses;
  - (xi) Apply measures beyond his/her authority in emergency cases (natural disasters, war, fire, incidents) and be responsible for such decisions, then immediately report to the Board Of Directors for further resolution;
  - (xii) Request to convene an extraordinary meeting of the Board Of Directors as prescribed in this Charter;
  - (xiii) Decide on issues, perform tasks and duties authorized, devolved, assigned and decentralized by the General Meeting Of Shareholders and/or the Board Of Directors and/or the chairperson of the Board Of Directors that are not contrary to the provisions of law, the Charter and in accordance with the resolutions of the General Meeting Of Shareholders and/or resolutions and decisions of the Board Of Directors

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<sup>65</sup> Article 162.3 of the Law On Enterprises.

and/or resolutions and decisions of the chairperson of the Board Of Directors;

- (xiv) Perform the rights and obligations assigned in accordance with the provisions of law, the Charter, the resolutions of the General Meeting Of Shareholders, and the resolutions and decisions of the Board Of Directors;
  - (xv) Perform the assigned rights and obligations honestly and prudently to procure the maximum legitimate interests of the Company and Shareholders;
  - (xvi) Be loyal to the interests of the Company and Shareholders; do not abuse position, title, and use information, secrets, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations and individuals;
  - (xvii) Fully, accurately, and promptly notify the Company of the contents specified in Article 164.2 of the Law On Enterprises;
  - (xviii) Not be entitled to an increase in salary or bonus payment when the Company fails to pay all due debts;
  - (xix) Receive salary and bonus according to the provisions of Article 46 of the Charter;
  - (xx) Other rights and obligations as prescribed by law, the Charter, and the Company's internal regulations, rules, and processes.
- b) The Deputy General Director has the rights and obligations in accordance with the law, the Charter, the Company's internal regulations, rules, and processes and according to the authorization, devolvement, assignment, and decentralization of the General Director.

#### **Article 48. The Internal Control Division<sup>66</sup>**

48.1. The Internal Control Division is under the Board Of Management.

48.2. The Internal Control Division has the following rights and obligations:

- a) Inspect and supervise the compliance with legal provisions, the Charter, resolutions of the General Meeting Of Shareholders, resolutions and decisions of the Board Of Directors, the Company's regulations, rules and processes, relevant departments, and securities practitioners in the Company;
- b) Supervise the implementation of internal regulations, activities with potential conflicts of interest within the Company, especially for the Company's own business activities and personal transactions of the Company's employees; supervise the implementation of responsibilities of officers and employees in the

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<sup>66</sup> Article 12 of Circular No. 121/2020/TT-BTC.

Company and the implementation of responsibilities of partners for authorized activities;

- c) Examine the content, and supervise the implementation of the rules of professional ethics;
- d) Supervise the calculation and compliance with regulations to procure financial safety;
- e) Segregate customer assets;
- f) Preserve and store customer assets;
- g) Control the compliance with legal regulations on anti-money laundering;
- h) Other contents according to the tasks assigned by the General Director;
- i) Other rights and obligations as prescribed by law, the Charter, and the Company's internal regulations, rules, and processes.

48.3. Standards and conditions for personnel of the Internal Control Division:

- a) At least 01 (one) employee arranged to do compliance control;
- b) The head of the Internal Control Division must be a person with professional qualifications in law, accounting, auditing, with sufficient experience, prestige, and authority to effectively perform the assigned tasks;
- c) Not being a Related Person to the heads of specialized departments, persons performing the business, General Director, Deputy General Director, or branch director of the Company;
- d) Having a professional certificate in basic issues of securities and securities market/securities practice certificate, and a professional certificate in law on securities and securities market;
- e) Not concurrently holding other jobs in the Company;
- f) Other standards and conditions as prescribed by law and the Charter.

## **CHAPTER IX.**

### **BOARD OF SUPERVISORS AND OTHER DEPARTMENTS**

#### **Article 49. Candidacy and nomination of Supervisor<sup>67</sup>**

- 49.1. The candidacy and nomination of the Supervisor shall be carried out in the same manner as prescribed in Article 32.1.a and Article 32.1.b of the Charter.
- 49.2. In case the number of candidates nominated by Shareholders or groups of Shareholders specified in Article 18.3 of the Charter is lower than the number of candidates they are entitled to nominate and/or the number of candidates is insufficient, the incumbent Board Of Supervisors may recommend additional candidates or organize the

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<sup>67</sup> Article 285 of Decree No. 155/2020/ND-CP.

nomination as prescribed in the internal regulations, rules and processes of the Company.

**Article 50. Composition of the Board Of Supervisors<sup>68</sup>**

- 50.1. The number of Supervisors is at least 03 (three) Supervisors and at most 05 (five) Supervisors. The specific number of Supervisors will be decided by the General Meeting Of Shareholders from time to time on the basis of conformity with the law.
- 50.2. The Board Of Supervisors must have more than half of the Supervisors residing in Vietnam.
- 50.3. The term of the Board Of Supervisors is 05 (five) years and the term of the Supervisor is according to the term of the Board Of Supervisors. The term of the additional or replaced elected Supervisor is the remaining term of the term of the Board Of Supervisors. The Supervisor may be re-elected for an unlimited number of terms.
- 50.4. If at the end of the term of the Board Of Supervisors, the Board Of Supervisors of the new term has not been elected, the Board Of Supervisors whose term had just ended shall continue to operate until the Board Of Supervisors of the new term is elected and takes over the work.
- 50.5. Standards and conditions for Supervisors:<sup>69</sup>
- a) Not being the subject as stipulated in the provisions of Article 17.2 of the Law On Enterprises;
  - b) Be trained in 01 (one) major in economics, finance, accounting, auditing, law, business administration, or majors suitable to the Company's business activities;
  - c) Not being a family member of the Company Manager and of the manager of the Company's parent company; a representative of the capital of enterprises, representative of the state capital at parent companies of the Company, and at the Company;
  - d) Not being an Company Manager; not necessarily being a Shareholder or employee of the Company;
  - e) Not working in the accounting and finance departments of the Company;
  - f) Not being a member or employee of an independent auditing firm auditing the Company's financial statements in the previous 03 (three) consecutive years;
  - g) Other standards and conditions as prescribed by law and the Charter.
- 50.6. Standards and conditions for the Head of the Board Of Supervisors:<sup>70</sup>

<sup>68</sup> Article 168 of the Law On Enterprises and Article 286 of Decree No. 155/2020/ND-CP.

<sup>69</sup> Article 169 of the Law On Enterprises; Article 286 of Decree No. 155/2020/ND-CP and Article 9 of Circular No. 121/2020/TT-BTC.

<sup>70</sup> Article 168, Article 169 of the Law On Enterprises; Article 286 of Decree No. 155/2020/ND-CP and Article 9 of Circular No. 121/2020/TT-BTC.

- a) Fully meet the standards and conditions for Supervisors specified in Article 50.5 of the Charter;
  - b) Not being a supervisor or manager of another securities company at the same time;
  - c) Must have a bachelor's degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or majors related to the Company's business activities;
  - d) Other standards and conditions as prescribed by law and the Charter.
- 50.7. The Supervisor shall be relieved from the position by the General Meeting Of Shareholders in the following cases:<sup>71</sup>
- a) No longer fully meet the standards and conditions specified in Article 50.5 of this Charter;
  - b) Having a letter of resignation that is approved;
  - c) Other cases as prescribed by law and the Charter.
- 50.8. The Supervisor shall be dismissed from the position by the General Meeting Of Shareholders in the following cases:<sup>72</sup>
- a) Failing to complete assigned tasks and jobs;
  - b) Failing to exercise his/her rights and obligations for 06 (six) consecutive months, except for force majeure cases;
  - c) Repeated violations, serious violations of the Supervisor's obligations in accordance with the law and the Charter;
  - d) According to the resolution of the General Meeting Of Shareholders when the General Meeting Of Shareholders deems it necessary;
  - e) Other cases as prescribed by law and the Charter.

#### **Article 51. Head of Board Of Supervisors**

- 51.1. The Head of the Board Of Supervisors is elected by the Board Of Supervisors from among the Supervisors; the election, relief, and dismissal shall be subject to the principle of majority.
- 51.2. Rights and obligations of the Head of the Board Of Supervisors:
- a) Convening the meeting of the Board Of Supervisors;
  - b) Requesting the Board Of Directors, the General Director and the Executive of the Company to provide relevant information to report to the Board Of Supervisors;

<sup>71</sup> Article 174.1 of the Law On Enterprises.

<sup>72</sup> Article 174.2 of the Law On Enterprises.

- c) Preparing and sign the report of the Board Of Supervisors after consulting the Board Of Directors for submission to the General Meeting Of Shareholders;
- d) Other rights and obligations as prescribed by law, the Charter and the Company's internal regulations, rules, and processes.

**Article 52. Rights and obligations of the Board Of Supervisors<sup>73</sup>**

The Board Of Supervisors has the following rights and obligations:

- 52.1. Supervising the Board Of Directors, the General Director in the management and administration of the Company;
- 52.2. Examining the reasonableness, legality, honesty, and prudence in the management and administration of business activities; the systematic, consistent, and appropriate practices in accounting, statistics, and financial reporting;
- 52.3. Appraising the completeness, legality and truthfulness of the Company's business situation report, annual and 06 (six) month financial statements, management evaluation report of the Board Of Directors and submission of the appraisal report at the Annual General Meeting Of Shareholders; reviewing contracts and transactions with Related Persons under the approval authority of the Board Of Directors or the General Meeting Of Shareholders and providing recommendations on contracts and transactions that require the approval of the Board Of Directors or the General Meeting Of Shareholders;
- 52.4. Reviewing, examining, and evaluating the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;
- 52.5. Examining the accounting books, accounting records, and other documents of the Company, the management and administration of the Company's operations when deemed necessary or at the request of the Shareholders or group of Shareholders specified in Article 18.2 of the Charter;
- 52.6. Upon the request of a Shareholder or a group of Shareholders specified in Article 18.2 of the Charter, the Board Of Supervisors shall conduct an inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board Of Supervisors must report on the matters requested for inspection to the Board Of Directors and the Shareholders or the group of Shareholders who request it. The inspection of the Board Of Supervisors specified in this Article 52.6 must not obstruct the normal operation of the Board Of Directors or interrupt the operation of the Company's business activities;
- 52.7. Proposing the Board Of Directors or the General Meeting Of Shareholders to take measures to amend, supplement, and improve the organizational structure, management, supervision, and administration of the Company's business activities;

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<sup>73</sup> Article 170, Article 171, Article 173 of the Law On Enterprises; Article 288 of Decree No. 155/2020/ND-CP and Article 9 of Circular 121/2020/TT-BTC.

- 52.8. When detecting that any member of the Board Of Directors, the General Director, and the Company Executive violates the provisions of law and/or the Charter, the Board Of Supervisors must notify the Board Of Directors in writing within 48 (forty-eight) hours, to request the violator to stop the violation and take remedial measures;
- 52.9. When detecting that any member of the Board Of Directors, the General Director, and the Company Executive violates the law and the Charter, leading to infringement of the rights and interests of the Company, Shareholders or customers, the Board Of Supervisors is responsible for requesting an explanation within a certain time or proposing to convene the General Meeting Of Shareholders for settlement. For violations of law, the Board Of Supervisors must report in writing to the competent authority as prescribed by law within 07 (seven) working days from the date of detection of the violation.
- 52.10. Attending and participating in discussions at meetings of the General Meeting Of Shareholders, the Board Of Directors, and other meetings of the Company;
- 52.11. Consulting independent consultants, the Internal Audit Division to perform assigned tasks;
- 52.12. The Board Of Supervisors may consult the Board Of Directors before submitting reports, conclusions, and recommendations to the General Meeting Of Shareholders;
- 52.13. Proposing and recommending the General Meeting Of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; deciding on the approved audit organization to inspect the Company's operations, and dismissing the approved auditor when deemed necessary;
- 52.14. Being accountable to Shareholders for their supervisory activities;
- 52.15. Supervising the financial situation of the Company, the compliance with the law in the activities of members of the Board Of Directors, and the General Director;
- 52.16. Ensuring coordination with the Board Of Directors, General Director, and Shareholders;
- 52.17. Formulating the Operation regulation of the Board Of Supervisors and submitting it to the General Meeting Of Shareholders for approval;
- 52.18. Reporting to the General Meeting Of Shareholders in accordance with law;
- 52.19. Having the right to access the Company's records and documents kept at the head office, branches, and other locations; having the right to go to the workplace of the Company Manager and its employees during working hours;
- 52.20. Having the right to request the Board Of Directors, members of the Board Of Directors, the General Director, and the Company Managers to provide complete, accurate, and timely information and documents on the management, administration, and business activities of the Company;
- 52.21. Other rights and obligations as prescribed by law, the Charter, and the Company's internal regulations, rules, and processes.

### **Article 53. Meeting of the Board Of Supervisors<sup>74</sup>**

- 53.1. The Board Of Supervisors must meet at least 02 (two) times in 01 (one) year, the number of Supervisors attending the meeting is at least 2/3 (two-thirds) of the number of Supervisors. The minutes of the Board Of Supervisors meeting are detailed and clear. The recorder and the Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the meeting of the Board Of Supervisors must be kept in order to determine the responsibilities of each Supervisor.
- 53.2. The Board Of Supervisors has the right to request members of the Board Of Directors, the General Director, and the representative(s) of the approved audit organization to attend and answer matters that need to be clarified.

### **Article 54. Salary, remuneration, bonuses, and other benefits of the Supervisors<sup>75</sup>**

Salaries, remuneration, bonuses, and other benefits of the Supervisors shall comply with the following provisions:

- 54.1. Supervisors are paid salaries, remuneration, bonuses, and other benefits according to the resolution of the General Meeting Of Shareholders. The General Meeting Of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits, and annual operating budget of the Board Of Supervisors.
- 54.2. Supervisors shall be paid the cost of meals, accommodation, travel, and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses shall not exceed the total annual operating budget of the Board Of Supervisors approved by the General Meeting Of Shareholders, unless otherwise decided by the General Meeting Of Shareholders.
- 54.3. The Board Of Supervisors' salaries and operating expenses shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant laws, and must be made into separate items in the Company's annual financial statements.

### **Article 55. Internal Audit Division<sup>76</sup>**

- 55.1. The operation of the Internal Audit Division must procure the following principles:
- a) Independence: The Internal Audit Division is independent of other departments of the Company; internal audit activities is independent of the Company's executive and professional activities; Officers in charge of internal audit are not allowed to undertake jobs subject to internal audit, are not allowed to concurrently hold jobs in professional departments such as brokerage, proprietary trading, analysis, investment consulting, underwriting, risk management;
  - b) Objectivity: The Internal Audit Division and personnel of the Internal Audit Division must procure objectivity, fairness, and non-prejudice in the process of

<sup>74</sup> Article 289 of Decree No. 155/2020/ND-CP.

<sup>75</sup> Article 172 of the Law On Enterprises.

<sup>76</sup> Article 9 of Circular No. 121/2020/TT-BTC.

performing their duties. The Company must procure that the internal audit is not subject to any interference while properly performing its duties. Personnel of the Internal Audit Division must demonstrate objectivity in the process of collecting, evaluating, and communicating information about operations or processes and systems that have been or are being audited. The internal auditor should make a fair assessment of all relevant matters and not be governed by his/her own interests or by anyone else when making his or her comments and assessments;

- c) **Honesty:** Internal auditors must perform their work honestly, carefully, and responsibly; comply with the law and perform public tasks in accordance with the provisions of law and profession;
- d) **Confidentiality:** Personnel of the Internal Audit Division should respect the value and ownership of the information received, and must not disclose information without valid authorization, unless obliged to disclose information in accordance with the provisions of the law and the Company's internal regulations.

**55.2. Standards and conditions for personnel of the Internal Audit Division:**

- a) Not being a person who has been sanctioned with a fine or more for violations in the field of securities, banking, or insurance within the last 05 (five) years up to the year of appointment;
- b) The Head of the Internal Audit Division must be a person with professional qualifications in law, accounting, and auditing; have sufficient experience, prestige, and competence to effectively perform the assigned tasks;
- c) Not being a Related Person to the head of the professional department, professional performer, General Director, Deputy General Director, Branch Director in the Company;
- d) Having a professional certificate in basic issues of securities and securities market/securities practice certificate and professional certificate in securities and securities market law;
- e) Not concurrently holding other jobs in the Company;
- f) Other standards and conditions as prescribed by law and the Charter.

**Article 56. Risk Management Division**

The Risk Management Division has the following rights and obligations:

- 56.1. Regulating risk management policies and strategies; risk assessment standards; the overall level of risk of the Company and each department within the Company;
- 56.2. Independently assessing the conformity and compliance with the risk policies and procedures that have been established in the Company;
- 56.3. Inspecting, reviewing, and evaluating the adequacy, effectiveness, and efficiency of the risk management system in order to improve this system;

- 56.4. Other rights and obligations as prescribed by law, the Charter, and the Company's internal regulations, rules, and processes.

## CHAPTER X.

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTOR, AND COMPANY MANAGERS**

Members of the Board Of Directors, Supervisors, General Director, and Company Managers are responsible for performing their duties, including those as members of subcommittees of the Board Of Directors, honestly and prudently, for the benefit of the Company.

#### **Article 57. Responsibility for honesty and avoidance of conflicts of interest<sup>77</sup>**

- 57.1. Members of the Board Of Directors, Supervisors, General Director, and Company Managers must disclose relevant interests in accordance with the provisions of the Law On Enterprises and relevant legal documents.
- 57.2. Members of the Board Of Directors, Supervisors, General Director, Company Managers, and their respective Related Persons are only allowed to use the information obtained through their positions to serve the interests of the Company.
- 57.3. Members of the Board Of Directors, Supervisors, General Director and Company Managers are obliged to notify in writing to the Board Of Directors and the Board Of Supervisors of transactions between the Company, its subsidiaries, other companies controlled by the Company with more than 50% (fifty percent) of the charter capital in such entities or with their respective Related Persons in accordance with the provisions of law. For the forgoing-mentioned transactions approved by the General Meeting Of Shareholders or the Board Of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
- 57.4. A member of the Board Of Directors shall not vote on a transaction that benefits such member or his or her Related Person in accordance with the provisions of the Corporate Law and the Charter.
- 57.5. Members of the Board Of Directors, Supervisors, General Director, Company Managers, and their respective Related Persons shall not use or disclose to others inside information to carry out related transactions.

#### **Article 58. Transactions must be approved<sup>78</sup>**

- 58.1. The General Meeting Of Shareholders or the Board Of Directors approves contracts and transactions between the Company and the following entities:

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<sup>77</sup> Article 291 of Decree No. 155/2020/ND-CP.

<sup>78</sup> Article 167 of the Law On Enterprises and Article 293 of Decree No. 155/2020/ND-CP.

- a) Shareholders and authorized representatives of Shareholders who own more than 10% (ten percent) of the total common shares of the Company and their respective Related Persons;
- b) Members of the Board Of Directors, Supervisors, General Director, Company Managers, and their respective Related Persons;
- c) Enterprises that members of the Board Of Directors, Supervisors, General Director, and Company Managers must declare in accordance with the provisions of Article 164.2 of the Law On Enterprises;
- d) Other cases as prescribed by law.

58.2. The General Meeting Of Shareholders approves the following contracts and transactions:

- a) Contracts or transactions with a value of 35% (thirty-five percent) or more or contracts or transactions resulting in the total value of transactions arising within 12 (twelve) months from the date of performance of the contract or the first transaction with a value of 35% (thirty-five percent) or more of the total value of assets recorded in the Company's latest financial statements between the Company and 01 (one) of the entities specified in Article 58.1 of the Charter;
- b) Contracts, transactions regarding the loans, and sale of assets with a value greater than 10% (ten percent) of the total value of assets stated in the Company's latest financial statements between the Company and Shareholders owning 51% (fifty-one percent) or more of the total voting shares of the Company or their respective Related Persons.

The company's representative engaging in a contract or transaction must notify the Board Of Directors or the Supervisor of the subjects related to such contract or transaction and enclose the draft contract or notification of the principal contents of the transaction. The Board Of Directors submits draft contracts, transactions, or explanations on the principal contents of contracts and transactions at the General Meeting Of Shareholders or collects Shareholders' opinions in writing. In this case, the Shareholder(s) with interests related to the parties of the contract or transaction shall not have voting rights.

58.3. The Board Of Directors approves contracts and transactions between the Company and 01 (one) of the entities specified in Article 58.1 of the Charter, except for contracts and transactions under the jurisdiction of the General Meeting Of Shareholders specified in Article 58.2 of the Charter.

In this case, the company's representative signing the contract or transaction must notify the members of the Board Of Directors or the Supervisors of the relevant subjects to such contract or transaction and enclose the draft contract or the principal contents of the transaction. The Board Of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receipt of the notice; the member(s)

of the Board Of Directors with interests related to the parties of the contract or transaction shall not have voting rights.

- 58.4. A contract or transaction is invalidated under a court decision and handled in accordance with law when it is engaged in contravention of the provisions of this Article; the person signing such contract or transaction, the Shareholder, relevant member of the Board Of Directors, the Supervisor, the General Director and the Company Manager shall jointly compensate for the damage incurred and reimburse the Company for the profits obtained from the performance of such contract or transaction.

#### **Article 59. Liability for Damage and Compensation**

- 59.1. Members of the Board Of Directors, Supervisors, General Director, and Company Managers who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations, shall be responsible for the damages caused by their violations.
- 59.2. The Company shall compensate persons who have been, are or may become a party to complaints, lawsuits, and prosecutions (including civil, administrative cases which Company is not the petitioner) if such persons have been or are members of the Board Of Directors, the Supervisor, General Director, Company Manager, employee or representative authorized by the Company has been or is performing duties under the authorization of the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence that such person has breached his or her responsibilities.
- 59.3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases under the law. The Company may purchase insurance for these persons to avoid the forgoing liabilities.

### **CHAPTER XI.**

#### **RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS**

##### **Article 60. Right to look up books and records**

- 60.1. Common Shareholders have the right to look up books and records, as follows:
- a) Common Shareholders have the right to examine, look up, and extract information about names and contact addresses in the list of Shareholders with voting rights; request correction of inaccurate information; examine, look up, extract, or make a copy of the Charter, minutes of the General Meeting Of Shareholders, and resolutions of the General Meeting Of Shareholders;<sup>79</sup>
  - b) Shareholders or groups of Shareholders specified in Article 18.2 of the Charter have the right to examine, look up and extract minutes and resolutions and decisions of the Board Of Directors, semi-annual and annual financial statements, reports of the Board Of Supervisors, contracts, transactions under

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<sup>79</sup> Article 115.1 of the Law On Enterprises.

the approval of the Board Of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.<sup>80</sup>

- 60.2. In case the authorized representative of a Shareholder or the group of Shareholders requests to look up the books and records, the original power of attorney of the shareholder and the group of shareholders that such person represents, or a notarized copy of this power of attorney, must be enclosed.
- 60.3. Members of the Board Of Directors, Supervisors, General Director, and Company Executives have the right to look up the Register of Shareholders of the Company, the list of Shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
- 60.4. The Company must keep the Charter and any amendments and supplements of the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting Of Shareholders and the Board Of Directors, the minutes of the meeting of the General Meeting Of Shareholders and the Board Of Directors, reports of the Board Of Directors, reports of the Board Of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place in accordance with the provisions of law.
- 60.5. The Charter must be published on the Company's website.

## **CHAPTER XII.**

### **EMPLOYEES AND TRADE UNIONS**

#### **Article 61. Employees and trade unions**

- 61.1. The General Director shall make a plan for the Board Of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline of employees and Company Executives.
- 61.2. The General Director shall make a plan for the Board Of Directors to approve matters related to the Company's relations with trade unions in accordance with the best standards, management practices and policies, practices and policies specified in the Charter, the Company's internal regulations, rules, processes, and applicable laws.

## **CHAPTER XIII.**

### **PROFIT DISTRIBUTION AND LOSS HANDLING IN BUSINESS**

#### **Article 62. Profit distribution and loss handling in business**

- 62.1. Dividend payment:

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<sup>80</sup> Article 115.2 of the Law On Enterprises.

- a) The General Meeting Of Shareholders decides on the annual level of dividend for each type of share.
- b) The Company does not pay interest on dividend payments or payments in relation to a type of stock.
- c) The Board Of Directors proposes the dividends to be paid; determines the dividend rate to be paid for each share; decides on the term, method, and procedures for dividend payment.
- d) The Board Of Directors may propose to the General Meeting Of Shareholders to approve the payment of all or part of the dividend in shares, and the Board Of Directors shall be the authority to implement this decision.
- e) In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or via banks, based on the bank account details provided by the Shareholders. In case the Company has transferred the money according to the bank account details provided by the Shareholder but the Shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this Shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.
- f) Pursuant to the Law On Enterprises and the Law On Securities, the Board Of Directors shall pass a resolution or decision that determines a specific date to finalize the list of Shareholders. Pursuant to that date, those who register as Shareholders or holders of other securities are entitled to receive cash or stock dividends, receive notices, or other documents.
- g) Other matters related to profit distribution shall be carried out in accordance with the law.

62.2. Fund appropriation:

- a) Annually, the Company deducts from after-tax profits to set up the following funds:
  - (i) Reward and welfare funds;
  - (ii) Other funds as prescribed by law.
- b) The appropriation rate, appropriation limit, and the management and use of funds specified in Article 62.2.a forgoing shall comply with the provisions of law and regulations of the Company.

62.3. Handling of losses in business: Losses of the previous year will be handled in the following year when the Company is profitable in the following year.

## **CHAPTER XIV.**

### **BANK ACCOUNT, FISCAL YEAR, AND ACCOUNTING REGIME**

#### **Article 63. Bank Account**

- 63.1. The Company shall open accounts at Vietnamese banks or at foreign bank branches that are licensed to operate in Vietnam.
- 63.2. Subject to the prior approval of the competent authority, in case of necessity and as prescribed by law, the Company may open an overseas bank account in accordance with the provisions of the law.
- 63.3. The Company shall conduct the payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts in accordance with the law.

#### **Article 64. Fiscal Year**

The Company's fiscal year starts on January 1<sup>st</sup> of each year and ends on December 31<sup>st</sup> of each year.

#### **Article 65. Accounting regime**

- 65.1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime promulgated and approved by the competent authority.
- 65.2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
- 65.3. The Company uses the accounting currency of the Vietnamese dong. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before the law, and notify the direct tax administration agency.

## **CHAPTER XV.**

### **FINANCIAL STATEMENTS, ANNUAL REPORTS, OTHER TYPES OF REPORTS, AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE**

#### **Article 66. Annual, semi-annual, and quarterly financial statements**

- 66.1. The Company must prepare annual financial statements, and annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent authority.
- 66.2. Annual financial statements must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial statement must reflect honestly and objectively the operation of the Company.

66.3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market, and submit them to the competent authority.

#### **Article 67. Annual reports and other types of reports**

67.1. The Company must prepare and publish annual reports in accordance with the provisions of the law on securities and securities market.

67.2. At the end of the fiscal year, the Board Of Directors must submit the following reports to the General Meeting Of Shareholders:<sup>81</sup>

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the evaluation of the management and administration of the Company;
- d) Appraisal report of the Board Of Supervisors.

The reports specified in Article 67.2.a, Article 67.2.b and Article 67.2.c of this Charter must be sent to the Board Of Supervisors for appraisal at least 10 (ten) days before the opening day of the annual meeting of the General Meeting Of Shareholders.

### **CHAPTER XVI.**

#### **COMPANY AUDIT**

##### **Article 68. Audit**

68.1. The General Meeting Of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board Of Directors or other individuals, departments, divisions, or units to make a decision on the selection of one of these companies to audit the Company's financial statements for the next fiscal year.

68.2. The audit report is attached to the Company's annual financial statements.

68.3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting Of Shareholders, are entitled to receive notices and other information related to the General Meeting Of Shareholders, and are entitled to express opinions on matters related to the audit of the Company's financial statements.

### **CHAPTER XVII.**

#### **COMPANY STAMPS**

##### **Article 69. Company Stamps**

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<sup>81</sup> Article 175 of the Law On Enterprises.

- 69.1. The stamps include a stamp made at a stamp engraving establishment or a stamp in the form of a digital signature in accordance with the law on electronic transactions.
- 69.2. The Board Of Directors shall decide on the type, quantity, form, and content of the stamp of the Company, its branches, transaction offices, and representative offices (if any).
- 69.3. The Board Of Directors and the General Director shall use and manage the stamp in accordance with current law.

## **CHAPTER XVIII.**

### **DISSOLUTION, BANKRUPTCY, AND REORGANIZATION OF THE COMPANY**

#### **Article 70. Dissolution, bankruptcy, and reorganization of the Company**

- 70.1. The Company may be dissolved in the following cases:
  - a) End of Operation Term without extension;
  - b) According to the resolution of the General Meeting Of Shareholders and approved by the competent authority;
  - c) The enterprise registration certificate is revoked, unless otherwise provided for by law;
  - d) Other cases as prescribed by law in each period.

The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting Of Shareholders and implemented by the Board Of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

- 70.2. The Company shall be reorganized in the form of division, separation, consolidation, merger, and transformation of the type of enterprise after obtaining the approval of the competent authority.
- 70.3. The order and procedures for dissolution, bankruptcy, and reorganization of the Company shall comply with the provisions of the Law On Enterprises, the Law On Securities, and relevant laws.

#### **Article 71. Extension of Operation**

- 71.1. The Board Of Directors shall convene a meeting of the General Meeting Of Shareholders at least 07 (seven) months before the end of the Operating Term so that Shareholders can vote on the extension of the Company's operation at the request of the Board Of Directors.
- 71.2. The Operation Term shall be extended when the number of Shareholders representing 65% (sixty-five percent) or more of the total number of votes of all Shareholders attending the General Meeting Of Shareholders approves.

## **Article 72. Liquidation**

- 72.1. At least 06 (six) months before the end of the Operation Term or after the decision to dissolve the Company is issued, the Board Of Directors must establish a liquidation board consisting of 03 (three) members, of which, 02 (two) members are appointed by the General Meeting Of Shareholders and 01 (one) member is appointed by the Board Of Directors from 01 (one) independent auditing firm. The liquidation board prepares its operating regulations. Members of the liquidation board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
- 72.2. The liquidation board shall have to report to the business registration authority on the date of establishment and the date of commencement of operation. Since that time, the liquidation board has represented the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
- 72.3. The proceeds from the liquidation shall be paid in the following order:
- a) Liquidation expenses;
  - b) The arrears of salary, severance allowances, social insurance, and other benefits of employees under the signed collective labor agreement and labor contract;
  - c) Tax debts;
  - d) Other liabilities of the Company;
  - e) The remainder after all debts from Article 72.3.a to Article 72.3.d of the Charter are paid shall be distributed to the Shareholders. Preferred shares are prioritized for prepayment.

## **CHAPTER XIX.**

### **INTERNAL DISPUTE SETTLEMENT**

#### **Article 73. Internal Dispute Settlement**

- 73.1. In case of disputes and complaints related to the Company's operations, the rights and obligations of the Shareholders in accordance with the law, the Charter or the agreement between:
- a) Shareholders with the Company;
  - b) Shareholders with the Board Of Directors, Board Of Supervisors, General Director, or Company Executives.

The parties involved shall, in their best effort, resolve that dispute through negotiation. Except for disputes related to the Board Of Directors or the chairperson of the Board Of Directors, the chairperson of the Board Of Directors shall preside over the settlement of disputes. In case the dispute is related to the Board Of Directors or the chairperson of the Board Of Directors, the disputing parties shall make maximum efforts to negotiate and resolve the dispute by themselves.

- 73.2. In case the dispute is not resolved within 06 (six) weeks from the date of commencement of the negotiation process, a party may take the dispute to Arbitration or the Court.
- 73.3. The parties, at their own cost, bear the costs associated with the negotiation procedure. The payment of the costs of the Arbitrator or Court shall be made in accordance with the award of the Arbitrator or Court.

## **CHAPTER XX.**

### **AMENDMENTS AND SUPPLEMENTS OF THE CHARTER**

#### **Article 74. Amendments and supplements of the Charter**

- 74.1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting Of Shareholders.
- 74.2. In case there are provisions related to the Company's activities that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions of this Charter, such new legal provisions shall be applied to regulate the Company's operations.

## **CHAPTER XXI.**

### **EFFECTIVE DATE**

#### **Article 75. Effective Date**

- 75.1. The Charter consists of 21 (twenty-one) chapters and 75 (seventy-five) articles and takes effect on November 19, 2025.
- 75.2. The Charter shall be made in 02 (two) originals, of equal validity, and must be kept at the Company's head office.
- 75.3. This Charter is a sole and official document of the Company.
- 75.4. Copies or excerpts of the Charter are valid when signed by the chairperson of the Board Of Directors or by at least 1/2 (one-half) of the total number of members of the Board Of Directors.

## **CHAIRMAN OF THE BOARD OF DIRECTORS**

*(signed and sealed)*

**NGUYEN LAM DUNG**