



# **CHARTER**

# **THANHCONG SECURITIES COMPANY**

**Ho Chi Minh City, June 17<sup>th</sup>, 2024**

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## **PREAMBLE**

This Charter was approved under a resolution dated June 17<sup>th</sup>, 2024 of the General Meeting of Shareholders.

## **CHAPTER I DEFINITIONS OF TERMS IN THE CHARTER**

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

1. In this Charter, the following terms are construed as follows:
  - a. Charter capital means the total par value of the sold or subscribed shares upon establishment of a joint stock company in accordance with Article 6 of this Charter;
  - b. Voting capital means the share capital whereby owners have the right to vote under the authority of the General Meeting of Shareholders;
  - c. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 17<sup>th</sup> June 2020;
  - d. “Law on Securities” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam dated 26<sup>th</sup> November 2019;
  - e. “Vietnam” means the Socialist Republic of Vietnam;
  - f. “Establishment Date” means the date that the Enterprise Registration Certificate (Certificate of Business Registration and equivalent documents) is initially issued to the Company;
  - g. “Executive Directors” means the General Director, Deputy General Director, Chief Accountant and other Executive Directors appointed by the Board of Directors;
  - h. “Executive Board” means the management personnel, including the Chairperson of Board of Directors, the members of the Board of Directors, General Director and other persons holding managerial positions who are appointed by the Board of Directors;
  - i. “Related persons” means individuals or organizations in accordance with Clause 46, Article 4 of the Law on Securities;
  - j. “Shareholders” means individuals and organizations holding at least one share of the joint stock company;
  - k. “Founding shareholder” means a shareholder that holds at least a common share and signs in the list of founding shareholders of the joint stock company;
  - l. “Majority shareholder” means shareholder specified in Clause 18, Article 4 of the Law on Securities;
  - m. “Duration of operation” means the duration of operation of the Company stated in Article 2 of this Charter and the extended duration of operation (if any) is approved by the General Meeting of Shareholders;
  - n. The Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, any reference to one or more provisions or documents include amendments

and replacements in place of such provisions or documents.

3. The headings (Chapters, Articles in the Charter) are inserted for convenience only and will affect the contents of this Charter.

## **CHAPTER II**

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

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

1. Company name:
  - Company name in Vietnamese: Công ty cổ phần Chứng khoán Thành Công
  - Company name in English: ThanhCong Securities Company
  - Abbreviated name: TCSC
2. The Company is a joint stock company with legal entity status under the applicable laws of Vietnam.
3. Registered head office of the Company:
  - Registered head office address: 2<sup>nd</sup> Floor, No. 6 Ho Tung Mau, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, Viet Nam
  - Telephone number: (028) 38 270527
  - Fax: (028) 38 218010
  - Email: info@tcsc.vn
  - Website: <http://www.tcsc.vn>
4. Operation network: The Company's operation network includes head office, branches, transaction offices, and representative offices. The Company may have branches, transaction offices and representative offices on its business location to conduct the Company's operational goal in accordance with the resolution(s) of the Board of Directors within the scope permitted by law.
5. The license for establishment and operation of a securities company  
The Company is established and operated under the License for establishment and operation of a securities company No.81/UBCK-GP issued by the State Securities Commission dated 31<sup>st</sup> January 2008 and other adjustment license(s) from time to time.
6. Except for early termination under Clause 2, Article 56 herein, the duration of operation of the Company shall be indefinite.

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

1. The Company's legal representative is the Chairperson of the Board of Directors.
2. The legal representative of the Company is the individual on check of the company executing

the rights and obligations arising from transactions of the Company, representing the company as a petitioner for civil matters the plaintiff, defendant, and party with relevant rights and obligations in the Arbitration, the Court, exercise other rights and obligations as prescribed by laws.

3. The legal representative of the Company must reside in Vietnam. In case the legal representative goes overseas, they must authorize another person to exercise the rights and obligations of the legal representative under a power of attorney. In this case, the legal representative must still be responsible for the performance of authorized rights and obligations.
4. In case the authorization period under Clause 3 of this Article expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue exercising the rights and obligations of the Company's legal representative within the authorized scope until the legal representative of the Company returns to work or until the Board of Directors decided to appoint another person as legal representative of the Company.
5. If the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to act as the legal representative, or such person is dead, missing, under criminal, prosecution, detained, sentenced to prison, undergoing administrative measures at a compulsory detoxification facility or a compulsory education institution, restricted or lacking civil capacity experiencing difficulty in cognition or self-control, or is prohibited by the Court from holding any position, practicing any profession or doing certain jobs, the Board of Directors shall appoint another person to act as the legal representative of the Company.
6. The court, other proceeding authorities appoint the legal representative during litigation proceedings as prescribed by the laws.

### **CHAPTER III**

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

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

1. The Company's business lines include:
  - a. Securities brokerage.
  - b. Securities self-trading.
  - c. Securities investment advisory.
  - d. Securities underwriting.
  - e. Derivative trading.
  - f. Providing clearing and settlement services for derivatives transactions.
2. In addition to the securities business activities set out in Clause 1 this Article, the Company is permitted to provide other financial services as prescribed in Law on Securities and other laws.
3. Operational objectives: to generate profits, create jobs for the employers; make high dividends

to shareholders; contribute to the Government budget and develop the Company day by day.

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

1. The scope of business and operation:

The Company conducts the registered businesses in accordance with the business lines defined in this Charter.

2. Operational principles

- a. Complying with Law on Securities and the securities market and other relevant laws.
- b. Conducting business fairly and honestly.
- c. Ensuring the human resources, capital, and facilities necessary to conduct the securities business activities and comply with the law.
- d. Issuing business procedures, the internal control and risk management process, and the rules on professional ethics appropriate for the Company's business activities.
- e. Arranging securities practitioners appropriate for the professional business.

**CHAPTER IV**

**CHAPTER CAPITAL, SHARES CAPITAL, SHARES**

**Article 6. Chapter capital, shares, founding shareholders**

1. The charter capital of the Company shall be 1.156.209.640.000 dong (One trillion, one hundred fifty-six billion, two hundred and nine million, six hundred forty thousand dong). Total charter capital shall be divided into 115.620.964 shares. Par value shall be 10,000 dong per share.
2. The Company may change its charter capital upon approval of the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date that this Charter is approved include common shares only. The rights and obligations of shareholders holding each type of share are defined in Articles 12 & 13 herein.
4. The Company may issue other preference shares as approved by the General Meeting of Shareholders and in accordance with the provisions of the laws.
5. Common shares must be preferentially offered to existing shareholders in proportion corresponding to their holding common shares in the Company unless otherwise specified by the General Meeting of Shareholders. The number of shares not subscribed by the shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to the shareholders and others provided that the terms are not more offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may acquire shares issued by the Company in accordance with the methods specified in this Charter and applicable laws.
7. The Company may issue other securities as prescribed by the laws.



#### **Article 7. Shares certificate**

1. The Company's shareholders are issued with shares certificate, corresponding to the number and types of shares.
2. Shares are securities that confirm the legitimate rights and interests of owners regarding a part of the share capital of the issuing organization, shares certificate must include all contents specified in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submission of full dossiers requesting for transfer of the share ownership in accordance with the Company's regulations or within thirty (30) days from the date of making full payment for the purchase of shares as stipulated in the Company's share issuance plan (or other period as stipulated in the terms of issuance or the provisions of the law), share owners shall be issued the share certificates. Shareholders are not required to pay the Company any expenses for printing share certificates.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholders may request the Company to reissue it. The requests must include the following information:
  - a. The details of the lost, damaged, or otherwise destroyed share certificate;
  - b. A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.
5. The Company may issue non-bearer shares which are not in the form of certificates. The Board of Directors may issue written regulations allowing non-bearer shares (in certificate or non-certificate forms) to be transferred without transferring documents.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company must be issued with the signature of the legal representative and seal of the Company.

#### **Article 9. Share transfer**

1. All shares might be transferred freely except for the case of being restricted by the Law on Enterprises, this Charter or decision of the General Meeting of Shareholders when approving the issuance plan. Listed shares or registered trading shares on the Stock Exchange shall be transferred in accordance with the provisions of the Law on Securities and securities market.
2. Shares which have not been fully paid may not be transferred nor entitled to any related interests, such as dividends, issued shares undertaking to increase the equity from the owner's equity source, option of newly offered shares and other benefits as prescribed by the laws.

#### **Article 10. Offering derivatives products**

1. Subject to applicable laws and approval of SSC, the Company may conduct offerings of financial products (including covered warrants) and perform all related transactions.
2. Covered warrants are securities with collateral issued by the Company, allowing owners to purchase (purchasing covered warrants) or sell (selling covered warrants) the underlying securities to the Company at a determined price before, at or before a defined time, or receive the difference between the undertaking price and the price of primary securities at the time of execution.

3. Warrant holders are a creditor of the debt partially covered by the Company (except for untraded warrants). Besides, warrant holders have other rights and obligations under the laws, the prospectus for offering a warrant, including but not limited to the right to receive cash payment or underlying securities, transfer, give, bequeath, mortgage, or pledge, etc.

## **CHAPTER V**

### **ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND INSPECTION**

#### **Article 11. Organizational structure, governance, and inspection**

Management, governance, and the management structure of the Company include:

1. The General Meeting of Shareholders.
2. The Board of Directors, Inspection Committee.
3. General Director.

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12. Rights of shareholders**

1. Common shareholders have the following rights:
  - a. Attending, expressing opinions at the General Meetings of Shareholders and executing the voting right directly or via an authorized representative or in another form permitted by the Company's Charter, the law. Each common share has a voting right;
  - b. Receiving dividends at a rate decided by the General Meeting of Shareholders;
  - c. Having priority to subscribe for new shares offered for sale in proportion corresponding to their holding common shares;
  - d. Freely transferring their shares to other persons, except for the cases stipulated in Clause 1, Article 9 of this Charter;
  - e. Examining, accessing and making an extract of information about names and contact address in the list of Shareholders with voting rights and requesting amendment of incorrect information;
  - f. Examining, accessing and making an extract of information from the Charter of the Company, minutes, and resolutions of the General Meeting of Shareholders;
  - g. Upon dissolution or bankruptcy of the Company, being distributed a part of the remaining assets of the Company in proportion corresponding to their holding shares in the Company;
  - h. Requesting the Company to repurchase shares in the cases as prescribed by Article 132 of the Law on Enterprises;
  - i. Being fairly treated. Each share of the same type bestows its holder equal rights,

- obligations, and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be passed by the General Meeting of Shareholders and fully disclosed to the Shareholders;
- j. Fully accessing periodic and extraordinary information released by the Company in accordance with the provisions of the laws;
  - k. Being protected with their lawful rights and benefits; requesting suspend and revoking the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as prescribed by the Law on Enterprises;
  - l. Other rights stipulated in this Charter and the regulations.
2. A shareholder or group of shareholders holds at least 05% of the total common shares, shall be entitled to:
- a. Request the Board of Directors to convene the General Meeting of Shareholders as specified in Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - b. Examine, access and make an extract of the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the IC, contracts and transactions must be passed by the Board of Directors and other documents, unless documents relating to the trade secrets and business secrets of the Company;
  - c. Request the IC to check specific issues relating to the management and business operations of the Company if deemed necessary. The request must be in writing with the full name, contact address, nationality, lawful identification number for individual shareholders; name, enterprise code or other lawful identification number for enterprise shareholders; the number of shares and registration date of each shareholder, total number of share and corresponding ownership ratio of share held by groups of shareholders; issues and purpose needed that need to be inspected;
  - d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and be sent to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must clearly state the shareholder's name, number and type of shares held by such shareholder, and proposed issues to be included in the agenda;
  - e. Other rights as prescribed by the law and this Charter.
3. Shareholders or groups of shareholders holding at least 10% of the total common shares have the right to nominate candidates to the Board of Directors and the IC. Nomination of candidates for the Board of Directors and the IC shall be as follows:
- a. The common shareholders gather into groups that nominate candidates to the Board of Directors and the IC must announce the participants about the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the IC, a shareholder or a group of shareholders specified in this Clause is entitled to nominate one or some candidates decided by the General Meeting of Shareholders as candidates to the Board of Directors and the IC. In case the number of nominated candidates is less than the number of candidates that they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining number of candidates will be determined by the Board of Directors, the IC or other shareholders.

4. Shareholders holding dividend-preferred shares shall have the following rights:
  - a. Receiving the dividend as prescribed in this Charter;
  - b. Receiving a proportion of remaining assets corresponding to their holding dividend-preferred share of the Company, after the Company has paid all debts and repurchaseable preference shares when the Company dissolves or goes bankrupt;
  - c. The preference shares might be converted into common shares as resolved by the resolution of the General Meeting of Shareholders;
  - d. Other rights as common shareholders, except the right to vote, the right to attend the General Meetings of Shareholders or the right to nominate candidates to the Board of Directors, the IC.
5. Shareholders holding repurchaseable preference shares shall have the following rights:
  - a. Being repurchased of capital contribution at the request of the owner or under conditions specified in the certificate of the repurchaseable preference shares by the Company;
  - b. The preference shares might be converted into common shares as resolved by the resolution of the General Meeting of Shareholders;
  - c. Other rights as common shareholders, except the voting rights, the right to attend the General Meetings of Shareholders, the right to nominate candidates to the Board of Directors, the IC.
6. The rights of the shareholders holding other preference shares shall comply with the decisions of the General Meeting of Shareholders.

**Article 13. Obligations of shareholders**

1. Fully and punctually paying for the subscribed share.
2. Not withdrawing the capital contributed to the form of common shares in any shape of form unless these shares are repurchased by the Company or others. Otherwise, the shareholders and persons with related interest in the Company must be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Complying with the Company's Charter, policy on internal management of the Company.
4. Observing Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Securing the information provided by the Company as prescribed in the Company's Charter and the laws; only using the provided information to exercise and protect their legal rights and benefits; its prohibited to disseminate or copy or send the information provided by the Company to other organizations and individuals.
6. Participating in the General Meeting of Shareholders and executing the voting rights in following forms:
  - a. Directly participating and voting in the meeting;
  - b. Authorizing other persons or organizations to participate and vote in the meeting;
  - c. Participating in and voting through the online conference, electronic voting, or other electronic forms;

- d. Sending the votes to the meeting through registered mail, fax, or email;
  - e. Sending the votes by other means as instructed by the Board of Directors or the person authorized by the Board of Directors.
7. Taking personal responsibility for any action on behalf of the Company in any form to implement one of the following acts:
- a. Breaching the law;
  - b. Running a business and other transactions for self-interest or for interests of other organizations and individuals;
  - c. Paying premature debts where the Company is likely to be in financial danger.
8. Shareholders holding at least 10% of the Company's charter capital must not abuse their advantage to harm the rights and interests of the Company and other shareholders.
9. Shareholders holding at least 10% of the Company's charter capital must fully notify the Company within 24 hours upon receiving information in the following cases:
- a. The number of shares being frozen, pledged, or disposed of according to a court decision;
  - b. The enterprise shareholders decide to change their name or undergo division, separation, dissolution, or bankruptcy.
- The Company must report to the State Securities Commission regarding the cases specified in Clause 9 of this Article within 5 days from the date of receiving the shareholder's notification.
10. Fulfilling other obligations as prescribed by current law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders shall include all shareholders with voting rights and shall be the highest competent authority of the Company. The Annual General Meeting of Shareholders shall be held annually and within four (04) months since the date of ending the fiscal year. If the General Meeting of Shareholders may not take place within the given time limit, the Company must report in writing to the State Securities Commission, clearly stating the reason for the failure. The Board of Directors may decide to extend the Annual General Meeting of Shareholders as necessary, provided that it does not exceed 06 months from the end of the fiscal year. In addition to the Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders might be conducted. The location of the General Meeting of Shareholders is the place where the chairperson participates in the meetings and must be within the territory of Vietnam.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select the proper place. The Annual General Meeting of Shareholders shall make decisions on the issues as prescribed by the laws and the Company's Charter, particularly approve the audited annual financial statements. If the Company's audited annual financial statements has material exceptions, contrary to the auditor's opinion or refusal, the approved auditor who conducts audit of the Company's financial statements must be invited to participate in the Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers it necessary for the interests of the Company;

- b. The number of members of the Board of Directors, the IC is less than the quorum as prescribed by the laws;
  - c. Based on the request of the shareholder or group of shareholders mentioned in Clause 2 of Article 12, the requests must be in writing. The requests specify the reason and purpose of the meeting, and are signed by all relevant shareholders or the request might be made in several copies to collect signatures of all relevant shareholders;
  - d. Request of the IC;
  - e. Other cases as stipulated in this Charter and the law.
4. Convening the Extraordinary General Meetings of Shareholders
- a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the IC is as stipulated in point b, Clause 3 of this Article, or upon receiving a request as specified in point c and point d, Clause 3 of this Article;
  - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the IC shall replace the Board of Directors to convene the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;
  - c. In the event that the IC fails to convene the General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, shareholders or groups of shareholders as specified in point c, Clause 3 of this Article have the right to request a representative of the company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may propose that the Business Registration Authority supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses arising by shareholders attending the General Meeting of Shareholders, including accommodation and travel costs;
  - d. Procedures for organizing the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

**Article 15. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has rights and obligations as follows:
- a. Approving the development orientation of the Company;
  - b. Making decisions on types of shares and the total number of shares of each type which might be offered for issuance; making decisions on the rate of annual dividend for each of shares;
  - c. Electing, dismissing, removing members of the Board of Directors, the IC;
  - d. Making decisions on the investment or sale of assets valued at least 35% of the total value of the Company's assets recorded in the Company's latest financial statement;
  - e. Deciding on amendment and supplement to the Charter of the Company;

- f. Approving annual financial statements;
  - g. Deciding a share repurchase of more than 10% of the total shares of each type, excepting for redemption mentioned in Clause 2 Article 36 of Law on Securities;
  - h. Considering and dealing with breaches by the Board of Directors and the IC which cause damage to the Company and its shareholders;
  - i. Making decisions on re-organization and dissolution of the Company;
  - j. Deciding budget or total remuneration, bonuses and other benefits of the Board of Directors, the IC;
  - k. Approving the Internal Governance Regulations, the Operating Regulations of the Board of Directors, the Operating Regulations of the Board of Directors the IC;
  - l. Approving the list of approved auditing companies; deciding the approved auditing company to conduct an audit on the Company's operations, removing the approved auditors as necessary;
  - m. Other rights and obligations as provided by law.
2. The General Meeting of Shareholders discusses and approves the following issues:
- a. The Company's annual business plan;
  - b. The audited annual financial statements;
  - c. The report on governance management and performance of the Board of Directors and every Board member;
  - d. The report of the IC on business results of the Company, performance of the Board of Directors, General Director;
  - e. Self-assessment report on the performance of the IC and Board members;
  - f. Dividend for each type of share;
  - g. Number of members of the Board of Directors, members of the IC;
  - h. Electing, dismissing, or removing members of the Board of Directors, members of the IC;
  - i. Deciding budget or total remuneration, bonus and other benefits of the Board of Directors, the IC;
  - j. Approving the list of approved auditing companies; deciding the approved auditing company to conduct an audit on the Company's operations as necessary;
  - k. Amending and supplementing the Company's Charter;
  - l. Newly issued type of shares and volume for each type of share;
  - m. Company division, separation, merger, consolidation, or transformation;
  - n. The Company's re-organization and dissolution (liquidation) and appointment of liquidator;
  - o. Making decisions on the investment or sale of assets valued at least 35% of the total value of the Company's assets recorded in the Company's latest financial statement;
  - p. Deciding to repurchase more than 10% of the total number of each type of sold shares,

except for the case of repurchase as prescribed in Clause 2, Article 36 of the Law on Securities;

- q. Any contracts, transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with the minimum value at 35% of the total assets recorded in the latest financial statements or any transactions causing the cumulative transaction value within twelve (12) months from the date of executing the first transaction reaching at least 35% of the total assets recorded in the latest financial statements;
  - r. Contracts and transactions for loans, sales of the assets between the Company and shareholders holding at least 51% of the total voting shares or related persons of such shareholders; which the value of such those contracts, transactions is more than 10% of the total asset value of the company recorded in the last financial statements;
  - s. Approving the transactions stated at Clause 4, Article 293 of the Decree No. 155/2020/NĐ-CP of the Government dated December 31<sup>st</sup>, 2020 on detailing the implementation of some Articles of the Law on Securities, except for transactions specified at Clause 3, Article 27 of the Circular No. 121/TT-BTC of the Ministry of Finance dated December 31<sup>st</sup>, 2020 regarding operations of securities companies;
  - t. Approving the Company's Internal Regulation on Corporate Governance and the Operating Regulation of the Board of Directors, the IC;
  - u. Other issues as stipulated in this Charter and the law.
3. All resolutions and issues included in the meeting agenda must be discussed and voted at the General Meeting of Shareholders.

#### **Article 16. Authorizing to participate in the General Meeting of Shareholders**

- 1. Shareholders, the authorized representatives of enterprise shareholders may directly participate or authorize one or some individuals and organizations to participate in GMS or participate in the meeting through one of methods specified at Clause 6, Article 13 of this Charter.
- 2. Authorization to individuals or organizations to participate in the General Meeting of Shareholders specified in Clause 1 of this Article shall be made into written form. The power of attorney must be made in accordance with civil law and must state the name of an authorizer, the name of an authorized individual or authorized organization, number of authorized shares, contents of authorization, scope of authorization, term of authorization, signature of the authorizer and authorized person.
- 3. The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registration is conducted. In case of re-authorization, the participant must further submit the initial power of attorney of the shareholder, and of the authorized representative submit (in case of being not previously registered with the Company).
- 4. Votes casted by the authorized persons of the enterprise shareholder within the scope of authorization shall remain effective unless:
  - a. The authorizing person died, or his/her/its capacity for civil acts is lost or is restricted;
  - b. The authorizing person had canceled the authorization;
  - c. The authorizing person had canceled the authority of the authorized person.



This Clause may not be applied in case the Company receives a notification of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Changes of rights**

1. Any changes or cancellations of special rights associated with a certain type of preference shares are effective when approved by shareholders representing at least 65% of the total voting shares of the attending shareholders. The Resolutions of the General Meeting of Shareholders that contain adverse changes to the rights and obligations of shareholders holding preference shares will only be passed if at least 75% of the attending shareholders holding the same type of such those preference shares above or at least 75% of the shareholders holding the same type of such those preference shares above in case of collecting written opinions.
2. The organization of the meeting mentioned above will only be valid if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of that type of issued shares participate in the meeting. In the event that the required number of them is not sufficient, the meeting shall be reconvened within thirty (30) subsequent days, and those holding shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered as meeting the required quorum. At meetings of shareholders holding the above-mentioned preference shares, those shareholders present in person or through a representative may request a secret ballot. Each share of the same type shall have equal voting rights at these meetings.
3. The procedures for conducting such separate meetings shall be similar to those provided under Articles 18 and 20 of this Charter.
4. Unless otherwise stipulated by share issuance Clause, special rights associated to preference shares regarding some or all issues relating to the distribution of profits or assets of the Company may not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda, and invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in accordance with cases specified at Clauses 3 & 4 of Article 14 herein.
2. A person who convenes the General Meeting of Shareholders must perform the following tasks:
  - a. Preparing the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list is prepared not sooner than ten (10) working days before the invitation to the General Meeting of Shareholders is delivered. The company must disclose information about preparation of this list at least twenty (20) days before the final registration deadline;
  - b. Preparing the meeting agenda and contents;
  - c. Preparing the meeting documents;
  - d. Drafting the resolutions of the General Meeting of Shareholders in accordance with the expected meeting contents;
  - e. Determining the time and location of the meeting;
  - f. Making an announcement and sending invitations to all the shareholders that are

- eligible to participate in the GMS;
  - g. Other tasks serving for the meeting.
3. The invitation shall be sent to all shareholders by a method to ensure that it is successfully delivered to the shareholders' contact address and posted on the website of the Company and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person who convenes the General Meeting of Shareholders must send the invitations to all shareholders the List of Shareholders Eligible to participate in the meeting at least twenty-one (21) working days before the opening date (since the date that the invitation is duly delivered or sent). The meeting agenda and documents relevant to the issues to be voted at the meeting shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must include the website address where shareholders may access the documents, including:
- a. The agenda and documents used in the meeting;
  - b. A list and detailed information of candidates in case of election of members of the Board of Directors and the IC;
  - c. Voting ballots;
  - d. Draft resolutions applicable to each issue in the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 2 of Article 12 herein may propose the issues into the agenda. The proposal must be in writing and sent to the Company at least three (03) working days before the opening date. The proposal must specify full name of shareholders, quantity of each type of share held by the shareholders and proposal issues.
5. The person who convenes the General Meeting of Shareholders may refuse the proposal as prescribed in Clause 4 of this Article in any of the following cases:
- a. The proposal is sent but not complied with Clause 4 of this Article;
  - b. At the time of proposal, shareholders or groups of shareholders do not hold at least 5% of the total common shares in accordance with Clause 2, Article 14 of this Charter;
  - c. The proposed issues are not within the scope of authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by the law and this Charter.
6. A person who convenes the General Meeting of Shareholders must accept and include the proposal issues specified in Clause 4 of this Article into the expected meeting agenda and contents, except for the cases specified in Clause 5 of this Article; the proposal is officially added into the meeting agenda and contents if being approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for conducting the General Meeting of Shareholders**

- 1. A meeting of the General Meeting of Shareholders shall be carried out when the number of attending shareholders represents more than 50% of voting participants in the meeting.
- 2. If the first meeting fails to meet the requirements as prescribed in Clause 1 of this Article, the invitation of the second meeting shall be sent within thirty (30) working days since the expected date of the first meeting. The second meeting of the General Meeting of Shareholders shall be carried out when the number of attending shareholders represents at

least 33% of voting participants in the meeting.

3. If the second meeting fails to meet the requirements prescribed in Clause 2 of this Article, the invitations of the third meeting must be sent within twenty (20) days from the expected date of the second meeting. In this case, the third meeting shall be conducted regardless of the number of attending shareholders.

**Article 20. Procedures for conducting and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out procedures for registration of shareholders until all of the present shareholders entitled to attend the meeting have registered. As the registration takes place, each shareholder or authorized representative having the voting shall receive a voting card recorded with registration number, full name of the shareholder (and/or full name of the authorized person) and the number of votes of such shareholders.
2. Election of the Chairperson, secretary, and vote accounting committee is regulated as follows:
  - a. The Chairperson of the Board of Directors acts as the chairperson of the meeting or authorizes the member of this Board as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily loses their working capacity, the remaining members of the Board of Directors shall elect one of them as the chairperson of the meeting in accordance with the majority principles. Where the chairman of the meeting may not be elected, Head of the IC shall preside so that the chairman of the meeting might be elected from the participants and the person having the highest number of votes shall be the chairman of the meeting;
  - b. Except for the cases specified in point a of this Clause, the person signed to convene the General Meeting of Shareholders shall control the meeting to elect the chairperson and the person having the highest number of votes shall be the chairperson;
  - c. One or some persons might be appointed to be the secretary of the meeting by the chairperson;
  - d. One or some members of the vote checking committee are elected by the General Meeting of Shareholders as recommended by the meeting chairperson.
3. The agenda and contents must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify the time for each issue on the agenda.
4. The Chairperson is entitled to take the necessary and proper measures to control the meeting in a good order and in accordance with the approved agenda, successfully reflecting the expectations of majority of participants.
  - a. Arranging the seats at the meeting location;
  - b. Securing the persons presenting at the meeting locations;
  - c. Creating favorable conditions for the shareholders to participate (or continue participation) in the meeting. A person who convenes the General Meeting of Shareholders may, at their sole discretion, change the aforesaid measures and take all necessary measures. The applicable measures may include issuance of access cards or use of other optional forms.
5. The General Meeting of Shareholders shall discuss and vote on each issue on the agenda. The voting shall be conducted by collecting agreed votes, disagreed votes, and no opinion

- votes. The vote-checking results are announced by the chairperson right before closing the meeting.
6. Any late attendee still has the right to register and vote at the General Meeting of Shareholders immediately upon registration. The Chairperson is not responsible for halting the meeting to allow late-arriving shareholders to register, and in such cases, the validity of the matters that have already been voted on prior to their arrival remains unchanged.
  7. A person who convenes the General Meeting of Shareholders has the following rights:
    - a. Requesting all participants to be subject to inspection or other proper and legal security measures;
    - b. Requesting the competent authorities to maintain the meeting order; expelling any person from the General Meeting of Shareholders who refuses to act against the chair's direction, causes disruption, obstructs the normal progress of the meeting or refuses to comply with the rule on checking or the security measures.
  8. The Chairperson may adjourn the General Meeting of Shareholders which an adequate number of participants is available to another time not exceeding three (03) working days since the expected opening date and only adjourn the meeting or change the meeting venue in the following circumstances:
    - a. There are not enough suitable seats for all the attendees at the meeting location;
    - b. Communication devices at the meeting location do not ensure that shareholders attending the meeting may participate, discuss, and vote;
    - c. Any participant is obstructing or disrupting the order, posing a risk of the meeting not being conducted fairly and legally.
  9. In the case the chairman adjourns or suspends the General Meeting of Shareholders against Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairman for conducting the meeting until its completion, and all resolutions were approved at this meeting shall be effective.
  10. In the event that modern technology is applied to organize the online General Meeting of Shareholders, the Company is obligated to ensure that the shareholders may participate and vote with electronic voting form or other forms as specified in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Decree No. 155/NĐ-CP of the Government dated 31<sup>st</sup> December 2020 on detailing the implementation of some Articles of the Law on Securities.

**Article 21. Conditions for passing of resolutions of the General Meeting of Shareholders**

1. Resolutions on one of the following issues shall be ratified when being approved by a number of shareholders representing at least 65% of the total votes of attending and voting shareholders, except for the cases specified in Clause 1 of Article 17, Clause 8 of Article 22 and Clause 3 of this Article herein:
  - a. Types of shares and total amount of each type of shares;
  - b. Changes of business lines;
  - c. Change of the Company's organizational structure;
  - d. Decision on investment or sale of assets with the minimum value of 35% of the Company's total assets, as stated in the latest audited financial statement of the Company;

- e. Reorganization or dissolution of the Company.
2. Resolutions shall be ratified when being approved by the shareholders representing for more than 50% of the total votes of attending and voting, except for the cases specified in Clauses 1 & 3 of this Article and Clause 1 of Article 17, Clause 8 of Article 22 herein.
3. Voting to elect members of the Board of Directors and the IC must be implemented by the method of cumulative voting. Accordingly, each shareholder has total votes corresponding to their shareholding multiplied with number of members to be elected into the Board of Directors. Shareholders may accumulate all or a part of their votes to one or some candidates. The person who is elected to be the member of the Board of Directors or the IC (controller) is determined in accordance with the top-to-bottom vote quantity, starting from the candidate having the highest number of votes till sufficient members are available as prescribed by the Charter. If more than two (02) candidates are having the same votes for the final member of these Board, re-voting shall be held among the candidates having the same vote quantity or be elected according to the criteria specified in the election regulations.
4. Any resolutions of the General Meeting of Shareholders that are ratified with 100% of voting shares shall be lawful and effective even if the sequences and procedures for approving such these resolutions are not conformable with regulations of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collecting written opinions of shareholders to ratify resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to ratify the Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions pass on any matter under the competence of the General Meeting of Shareholders to pass the resolutions of the General Meeting of Shareholders whenever it deems necessary for the benefits of the Company, including the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the written opinion ballots, the draft resolution of the General Meeting of Shareholders, and explanatory documents that must be sent to all shareholders with voting rights at least ten (10) days prior to the expiring date of receipt of written opinion ballots. The request and method of sending the written opinion ballots and attachments shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The written opinion ballots must include the following principal contents:
  - a. Name, address of the head office, business code; enterprise;
  - b. Purposes of collecting opinions;
  - c. Full name, contact address, nationality, number of ID card of the individual for individual shareholders; name, business code or other lawful identification number for enterprise shareholders, head office for enterprise shareholders or full name, contact address, nationality and lawful identification number of individuals for authorized representatives of shareholders; the number of shares of each type and the number of votes of shareholders;
  - d. Issues that need to be consulted to pass decisions;
  - e. The voting plan includes approval, disapproval, and abstention on each issue for which

- opinions are collected;
- f. The required expiry date for sending to the Company the answered written opinion ballots;
  - g. Full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may send the answered written opinion ballots to the Company by mail, fax, or e-mail according to the following regulations:
- a. In case of sending a letter or written opinion ballots must be signed by the individual shareholder, or signature of the authorized representative or legal representative in case of the enterprise shareholder. Shareholders must place the written opinion ballots in a sealed envelope before sending them to the Company and no one is allowed to open them before counting the votes;
  - b. In case of sending fax or e-mail, the written opinion ballots sent to the Company must be kept confidential until the time of vote counting;
  - c. E-voting or other electronic forms as prescribed in Clause 10, Article 20 of this Charter;
  - d. Written opinion ballots sent to the Company after the expiration time specified in the contents of the written opinion ballots or have been opened in case of sending letters and disclosed in case of sending faxes or e-mails are invalid. If a written opinion ballot is not submitted, it will be excluded from voting.
5. The Board of Directors shall count votes and make a vote counting record under the witness of the IC or shareholders who do not hold management positions of the Company. The vote counting record must include the following principal contents:
- a. Name, address of the head office, enterprise code;
  - b. Purposes and issues that need to be consulted to pass the resolution;
  - c. The number of shareholders with the total number of voted votes, distinguishing the number of valid and invalid votes and the method of sending the voting ballots, enclosed with an appendix listing the shareholders who participated in the voting;
  - d. The total number of votes in favor, disapproval, and abstention on each issue;
  - e. The approved issues and respective approval voting rate;
  - f. Full names and signatures of the Chairperson of the Board of Directors, the vote counting persons and the vote counting supervisors.
- Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting record; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.
6. The vote counting record and resolutions must be sent to shareholders within fifteen (15) days from the end of the vote counting. The sending of the vote counting minutes and resolutions might be replaced by posting them on the Company's website within twenty-four (24) hours from the time the vote counting is completed.
  7. The answers with the opinion ballots, the vote counting record, the approved resolutions and the relevant documents enclosed with the written opinion ballots must be archived at the head office of the Company.

8. The resolutions are approved via collecting written opinion ballots if it is approved by the number of shareholders holding more than 50% of the total voting shares of all shareholders with voting rights, and it hold the same validity which passed at the General Meeting of Shareholders.

**Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and might be recorded and stored in other electronic forms. The minutes must be made in Vietnamese, might be additionally made in foreign languages, and contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and meeting content;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting and comments at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. Number of shareholders and total votes of the participants, appendixes of the list of shareholder registration, the representatives of the participants with the corresponding shares and votes;
  - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, agreement, disagreement and abstention; the corresponding ratio to the total number of votes of shareholders attending the meeting;
  - h. The approved issues and corresponding approval voting rate;
  - i. Full name and signature of the chairperson and secretary. In case the chairman or secretary refuses to sign the minutes of the meeting, these minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. These minutes clearly state that the chairperson and secretary refused to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall be applied.
4. The Resolution and Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the end of the meeting; the submission of the Resolution and Minutes of the General Meeting of Shareholders might be replaced by posting on the Company's website.
5. The resolution, the minutes of the General Meeting of Shareholders, the appendixes to the list of shareholders registered to attend the meeting, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be archived at the headquarter of the Company.

#### **Article 24. Request for annulment of Resolution of the General Meeting of Shareholders**

1. Within 90 days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders or the vote counting records or from the date the Resolution, the Minutes of the General Meeting of Shareholders or the vote counting records have been posted on the website of the Company, shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may request the Court or Arbitrator to examine or cancel all or part of the resolution of the General Meeting of Shareholders in the following cases:
  - a. Sequences and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 4, Article 21 of this Charter.
  - b. The contents of the resolution violated the laws or this Charter.
2. In case a shareholder or group of shareholders requests the Court or the Arbitrator to cancel the resolution of the General Meeting of Shareholders under the provisions of Clause 1 of this Article, such resolutions shall remain effective until the decision to annul such these resolutions of the Court or Arbitrator takes effect, except for the case of application of provisional emergency measures under decisions of the competent agencies.

### **CHAPTER VII BOARD OF DIRECTORS**

#### **Article 25. Nomination, appointment of the Board of Directors' members**

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can understand these candidates before voting, candidates for the Board of Directors must provide a written commitment affirming truthfulness and accuracy of the disclosed personal information performing their duties with integrity, prudence and in the best interests of the Company if they are elected as a Board member. Disclosed Information relating to these candidates includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Working experience;
  - d. Other managerial position (including the member of the Board of Directors of other companies);
  - e. Interests relating to the Company and its related parties;
  - f. Other information (if any) as prescribed in the company's charter;

The public company must disclose information about any companies where the candidate is a member of the Board of Directors, other managerial positions and interests relating to the candidate's company (if any).
2. Shareholders or groups of shareholders holding at least 10% of the total common shares may



nominate candidates for the Board of Directors according to the following mechanism: shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate a maximum of one (01) candidate; shareholders or groups of shareholders holding from 20% to less than 30% of the total voting shares may nominate maximum of two (02) candidate; a shareholder or group of shareholders holding from 30% to less than 50% of the total voting shares may nominate maximum of three (03) candidate; shareholders or groups of shareholders holding from 50% to less than 65% of the total voting shares may nominate maximum of four (04) candidate; shareholders or groups of shareholders holding at least 65% of the total voting shares may nominate all numbers of candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed, the current Board of Directors shall introduce additional candidates or organize nomination as prescribed in the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must meet the following criteria and conditions:
  - a. Having full civil act capacity, not being subject to enterprise management under the provisions of the Law on Enterprises;
  - b. Having professional qualifications and experience in business management or experience in securities, finance and banking;
  - c. Not being a General Director, a member of the Board of Directors, a member of the Board of Members of another securities company, not being a member of the Board of Directors of more than five (05) other companies;
  - d. Having never been a member of the Board of Directors or the legal representative of a company that has gone bankrupt or been banned from operating due to serious violations of the law;
  - e. Members of the Board of Directors are not required to be the shareholders of the Company.
5. Independent members of the Board of Directors must meet the following criteria and conditions:
  - a. Not being a person who is working for the Company, parent company or subsidiary of the Company; not being a person who had worked for the Company, parent company or subsidiary of the Company for at least three (03) consecutive years;
  - b. Not being a person who is being paid salaries and remuneration by the Company, except for allowances for being a member of the Board of Directors;
  - c. Not being a person whose spouse, natural parents, adopted child, natural child, adopted child, natural siblings, adopted brother and adopted sister are the major shareholder of the Company or as a member of the executive board of the Company or its subsidiaries;
  - d. Not being a person who directly or indirectly holds at least 01% of the total voting shares of the Company;

- e. Not being a person who had been a member of the Board of Directors or the IC of the company for at least five (05) consecutive years, except for the case of being appointed for two (02) consecutive terms.
6. An independent member of the Board of Directors must notify the Board of Directors that they no longer fully satisfy the criteria and conditions specified in Clause 5 of this Article and are automatically no longer an independent member of the Board of Directors from the date on which the criteria and conditions are not fully satisfied. The Board of Directors must notify the independent members of the Board of Directors that they no longer fully meet the criteria and conditions at the latest General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect supplement or replacement of independent members of the Board of Directors within six (06) months from the date of receipt of the notice of the independent members of the Board of Directors concerned.

**Article 26. Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 members.
2. The term of a member of the Board of Directors shall not exceed 05 years and might be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.
3. The composition of the Board of Directors is as follows:
  - a. The Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors will be non-executive members. The Company shall minimize the members of the Board of Directors holding executive positions of the Company to ensure the independence of the Board of Directors.
  - b. The total number of independent members of the Board of Directors must ensure the following provisions:
    - There is at least one (01) independent member in case the number of members of the Board of Directors is from three (03) to five (05) members;
    - There are at least two (02) independent members in case the number of members of the Board of Directors is from six (06) to eight (08) members;
    - There are at least three (03) independent members in case the number of members of the Board of Directors is from nine (09) to eleven (11) members.
4. A member of the Board of Directors is no longer a member of the Board of Directors in case of removal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 31 of this Charter.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
6. Members of the Board of Directors are not required to be the shareholders of the Company.

**Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is the Company's management authority, which has the full right to decide and exercise the company's rights and obligations on behalf of the Company, except

for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Being responsible to shareholders for the Company's activities;
  - b. Treating all shareholders equally and respecting the interests of persons with interests relating to the Company;
  - c. Ensuring that the Company's operations comply with the provisions of law, Charter, and internal regulations of the Company;
  - d. Deciding on the Company's strategy, medium-term development plan and annual business plan;
  - e. Proposing the type of shares and the total number of shares to be offered for sale of each type;
  - f. Deciding on the issuance of bonds and warrants allowing the owner to buy shares at a predetermined price; proposing the issuance of bonds converted into shares;
  - g. Deciding on sale of unsold shares within the number of shares entitled to offer for sale of each type; deciding to mobilize additional capital in other forms;
  - h. Deciding on the selling price of shares, bonds, and convertible securities of the Company;
  - i. Taking a decision on share repurchase under the provisions of Article 132, Clause 1 Article 133 of the Law on Enterprises and share repurchase under the provisions of Clause 2, Article 36 of the Law on Securities, except for the case of repurchase to correct transaction errors or repurchase of odd-lot shares decided by the General Director; deciding on plans to sell and distribute treasury shares in ways consistent with current laws;
  - j. Taking a decision on investment plans and investment projects within their competence and limits as prescribed by law;
  - k. Deciding on solutions for market development, marketing, and technology;
  - l. Approving contracts of purchase, sale, borrowing, lending and other contracts and transactions at the minimum value at 35% of the total value of assets recorded in the latest financial statements of the Company, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 1, Article 15 of this Charter, Clause 3, Article 167 of the Law on Enterprises;
  - m. Approving contracts and transactions under the provisions of Clause 1, Article 167 of the Law on Enterprises and having a value of less than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - n. Electing, removing, or dismissing the Chairperson of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for the General Director and other important directors prescribed by the company's Charter; deciding on salaries, remuneration, bonuses, and other benefits of such directors;
  - o. Appointing authorized representatives to participate in the Members' Council or the

- General Meeting of Shareholders of other companies, deciding on the remuneration amount and other benefits of such persons;
- p. Supervising and directing the General Director and other executive directors in the daily business of the Company;
  - q. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
  - r. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the resolution;
  - s. Submitting audited annual financial statements to the General Meeting of Shareholders;
  - t. Proposing the ratio of dividends to be paid; deciding on the deadline and procedures for paying dividends or handling losses that arise during the business process; deciding on dividend advances;
  - u. The valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology, and technological expertise;
  - v. Proposing the reorganization and dissolution of the Company; requesting bankruptcy of the Company;
  - w. Taking a decision on promulgation of the Regulation on operation of the Board of Directors, Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; Regulation on disclosure information of the Company;
  - x. Supervising and preventing conflicts of interest among the members of Board of Directors, the General Director and other executive directors, including misuse of the Company's assets and exploitation with related parties;
  - y. Organizing training in corporate governance and necessary skills for members of the Board of Directors, General Directors and other executive directors of the Company;
  - z. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. Members of the Board of Directors have the rights and obligations under Article 277 of the Government's Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020, detailing the implementation of some articles of the Law on Securities.
  4. The Board of Directors must report to the General Meeting of Shareholders on the results of the operation of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 detailing the implementation of a number of articles of the Law on Securities.

**Article 28. Remuneration, bonuses, other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. The

remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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 in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who hold executive positions or members of the Board of Directors who work on sub-committees of the Board of Directors or perform other tasks outside the scope of ordinary duties of a member of the Board of Directors, might be paid additional remuneration in the form of a lump-sum remuneration from time to time, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to payment of all expenses for travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, The Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors might be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors in relation to violations of laws and the company's Charter.

#### **Article 29. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be selected, elected, removed, or dismissed by the Board of Directors among members of BODs.
2. The Chairperson of the Board of Directors must not concurrently hold the title of the General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
  - a. Formulating programs and plans for the operation of the Board of Directors;
  - b. Preparing the agenda, contents, and documents for the meeting; convening, presiding over and being the chairperson of the meetings of the Board of Directors;
  - c. Organizing the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e. Being the chairperson of the General Meeting of Shareholders, meetings of the Board of Directors;
  - f. Other rights and obligations as prescribed by the Law on Enterprises.
4. In case the Chairperson of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation, removal, or dismissal.
5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties,

he/she must authorize another member in writing to perform the rights and obligations of the Chairperson of the Board of Directors. In case no one is authorized or the Chairman died, missing or is seized or enforced with imprisonment sentence or administrative sanctions at the mandatory detoxification facilities, mandatory education facilities, escapes from the residing place, has restricted civil act capacity or has difficulties in recognition or mastering the behavior, or he is prohibited from undertaking the title, operating or involving in certain works, then the remaining members shall elect one of them as the Chairman of Board of Directors in accordance with the majority principles till a new decision is made by the Board of Directors.

### **Article 30. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors. This meeting shall be convened and chaired by the member who received the most votes. If two or more members obtain the same highest number of votes, the members shall elect one (01) person among them by a majority vote to convene a meeting of the Board of Directors.
2. The Board of Directors must convene at least one (01) meeting every quarter and may hold extraordinary meetings as needed.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Based on proposal of the IC or independent member of the Board of Directors;
  - b. Based on proposal from the General Director or at least five (05) other executive directors;
  - c. Based on the proposal of at least two (02) members of the Board of Directors.
4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the proposals specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as proposed, the Chairman of the Board of Directors must be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the convener of the meeting of the Board of Directors must send an invitation at least three (03) working days before the meeting date. The invitation must specify the meeting time and location of the agenda, the issues to be discussed and decided. The notice must be enclosed with the documents used at the meeting and the voting ballots. The invitation might be sent by paper, telephone, fax, electronic means, or other methods prescribed by the company's Charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.
7. The Chairperson of the Board of Directors or the convener shall send the invitation and the enclosed documents to the members of the IC as for members of the Board of Directors. Members of the IC have the right to attend meetings of the Board of Directors and have the right to discuss but not vote.
8. A meeting of the Board of Directors shall only be conducted when at least three-fourth (3/4) of the total number of members attend the meeting. In case of an insufficient quorum, the

meeting shall be reconvened for the second time within seven (07) days of the proposed date of the first meeting. In this case, the meeting shall only be conducted if more than half of the members of the Board of Directors attend the meeting.

9. Members must attend all meetings of BODs. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Participating and voting directly at the meeting;
  - b. Authorizing another person to participate and vote at the meeting if it is approved by the majority of the Board members;
  - c. Participating and voting via online conferences, electronic voting, or other electronic forms;
  - d. Sending votes ballots to the meeting via mail, fax, or email;
  - e. Sending votes ballots via other means as prescribed in the Regulation on the operation of the Board of Directors.
10. In case of sending the ballot to the meeting by post, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the opening. The ballots shall only open in the presence of all attendees.
11. Phone meetings and other forms of online meetings. A meeting of the Board of Directors might be held in the form of an agenda between members of the Board when all or several members are in various locations provided that one member of the meeting may:
  - a. Listen to other members speak in the meeting.
  - b. Speak to all other participants at the same time.

Communication between members can be made directly by telephone or by other means of communication, including the use of such means at the time of adoption of the Charter or later, or a combination of all these methods. Under this Charter, members of the Board of Directors who participate in such a meeting are referred to as "present" at that meeting. The venue of the meeting shall be the location where most members of the Board of Directors gather, or if such group is not available, the location where the Chairman of the meeting shall be present.

12. Language. Discussions at meetings of Board of Directors shall be conducted in Vietnamese. If members of the Board of Directors may not speak or understand Vietnamese, they may bring their interpreters to meetings of this Board.
13. The arrangement of a meeting of the Board of Directors might be replaced by collecting written opinion record. The Chairperson of the Board of Directors shall make a vote counting based on the voting results of the members of the Board of Directors and promulgate a Resolution of the Board of Directors based on the approved contents. The number of members of the Board of Directors participating in voting shall not be lower than the minimum number of members as prescribed for the meeting of the Board of Directors. The Resolution of the Board of Directors in this form is as effective and valid as the Resolution approved by the members of the Board of Directors at a meeting convened and organized according to custom. The Resolution of the Board of Directors might be approved by using multiple copies of the same document if each copy has at least one (01) member's signature.
14. Minutes of the Board of Directors. The meetings of the Board of Directors must be made in documents and might be recorded, saved, and stored in other electronic forms at the

Company's head office. Minutes of the Board of Directors shall be made in Vietnamese and might be additionally made in foreign languages, with the main contents in accordance with the provisions of the Law on Enterprises. Minutes made in Vietnamese and foreign languages shall have equal effect, in case there is a difference in contents, the contents of the Vietnamese minutes shall take priority effect. The minutes of the meeting of the Board of Directors must be signed by the chairperson and the person recording the minutes. The chairperson and the person recording the minutes must be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Directors.

15. Resolutions and decisions of the Board of Directors shall be approved by most participants; in case of a tie, the final decision shall belong to the party with the opinion of the Chairperson of the Board of Directors.

#### **Article 31. Removal, dismissal, replacement, and supplementing of members of the Board of Directors**

1. The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:
  - a. Failing to meet the criteria and conditions specified in Clauses 4 and 5, Article 25 of this Charter;
  - b. Having an approval resignation letter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in case such member does not participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure.
3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; remove or dismiss members of the Board of Directors in addition to the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors is reduced by more than one-third (1/3) of the number of members of the Board of Directors specified in the company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days from the date on which the number of members of the Board of Directors is reduced by more than one third (1/3).
  - b. The number of independent members of the Board of Directors is reduced to the ratio specified at Point b, Clause 3, Article 26 of this Charter.
5. Except for the case specified in Clause 4 of this Article, the General Meeting of Shareholders shall elect a new member of the Board of Directors to replace the removed or dismissed member of the Board of Directors at the latest meeting.

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

1. The Board of Directors may establish subordinate sub-committees for development policies, personnel, compensation, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors shall be at least 03 members, including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when being approved by a majority of attending and voting members.



2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors must be in accordance with current legal provisions and the provisions of the company's Charter and internal regulations on corporate governance.

**Article 33. Person in charge of corporate administration and company Secretary**

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration may concurrently act as the company secretary. When deeming it necessary, the Board of Directors may decide to appoint the Company Secretary for a term as decided by the Board of Directors.
2. The person in charge of corporate administration shall not simultaneously work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate administration has the following rights and obligations:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b. Preparing meetings of the Board of Directors, the IC, and the General Meeting of Shareholders at the request of the Board of Directors or the IC;
  - c. Advising on the procedures of meetings;
  - d. Attending meetings;
  - e. Advising on procedures for making resolutions by the Board of Directors in accordance with the provisions of law;
  - f. Providing financial information, copies of the minutes of the meeting of the Board of Directors and other information to members of the Board of Directors and members of the IC;
  - g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
  - h. Acting as a contact window with relevant interested parties;
  - i. Keeping information confidential as prescribed by the laws and the company's Charter;
  - j. Other rights and obligations as prescribed by law, the company's Charter and at the request of the Chairperson of the Board of Directors.
4. The Company Secretary has the following rights and obligations:
  - a. Supporting the convening of the General Meeting of Shareholders and the Board of Directors, recording the minutes of the meeting;
  - b. Supporting members of the Board of Directors in exercising their assigned rights and obligations;
  - c. Supporting the Board of Directors in applying and implementing corporate governance principles;
  - d. Supporting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders, complying with the obligation to provide information, publicizing information, and administrative procedures;

- e. Attending meetings of the General Meeting of Shareholders and the Board of Directors;
- f. Keeping information in confidentiality as regulations of the Charter and the applicable laws, not to provide any third party or use for oneself any information obtained in the course of working at the Company, participate in meetings to cause adverse damage to the Company.

## **CHAPTER VIII**

### **INSPECTION COMMITTEE (IC)**

#### **Article 34. Nomination, appointment of members of the IC (Controller)**

1. The nomination and appointment of members of the IC shall be conducted similarly as prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates for the IC through nomination and appointment is not sufficient for the necessary number, the incumbent IC may nominate additional candidates or nominate organizations according to the Internal Regulation on Corporate Governance and the Regulation on Operation of the Inspection Committee. The introduction of additional candidates by the incumbent IC must be clearly announced before the General Meeting of Shareholders votes to elect members of the IC in accordance with law.

#### **Article 35. Composition of the IC**

1. The number of members of the IC of the Company is three (03) people. The term of a member of the IC shall not exceed 05 years and might be re-elected for an unlimited number of terms.
2. Members of the IC must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing firm that audits the company's financial statements in the previous 03 consecutive years.
3. Members of the IC shall be dismissed in the following cases:
  - a. No longer meeting the criteria and conditions for being a member of the IC as prescribed in Clause 2 of this Article;
  - b. Having a letter of resignation and be approved.
4. Members of the IC shall be dismissed in the following cases:
  - a. Failing to complete assigned tasks and jobs;
  - b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
  - c. Repeatedly violating, seriously violating the obligations of members of the IC in accordance with the Law on Enterprises;
  - d. Other cases according to the resolution of the General Meeting of Shareholders.

### **Article 36. Head of the IC**

1. The IC shall elect the Head of the Inspection Committee from among the members of the IC; the election, removal, and dismissal according to the principle of majority. The IC must have more than half of its members permanently residing in Vietnam. The Head of this Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, or business administration.
2. Rights and obligations of the Head of the IC:
  - a. Convening a meeting of the IC;
  - b. Requesting the Board of Directors, the General Director and other executives to provide relevant information to report to the IC;
  - c. Preparing and signing the report of the IC after consulting the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 37. Rights and obligations of the IC**

The IC has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Proposing the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's financial statements; deciding on the approved audit organization to inspect the Company's operation, dismissing the approved auditor when deeming it necessary;
2. Being responsible to shareholders for their supervisory activities;
3. Supervising the financial status of the Company, the compliance with the law in the activities of members of the Board of Directors, General Director and other Executive Directors;
4. Ensuring coordination with the Board of Directors, General Director, and shareholders;
5. In case of detecting violations of law or violations of the company's Charter by members of the Board of Directors, the General Director and other executives of the Company, the IC must notify the Board of Directors in writing within 48 hours, requesting the violators to terminate the violations and take remedial measures;
6. Formulating the Regulation on the operation of the IC and submitting it to the General Meeting of Shareholders for approval;
7. Reporting at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 detailing the implementation of some articles of the Law on Securities;
8. Having the right to access the Company's dossiers and documents kept at the head office, branches, and other locations; having the right to go to the working place of the Company's managers and employees during working hours;
9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director and other Executive Directors to provide adequate, accurate and timely information and documents on the management, administration, and business activities of the Company;
10. Other rights and obligations as prescribed by law.

### **Article 38. Meeting of the IC**

1. The IC meeting must be held at least two (02) times a year, the number of members attending the meeting is at least two-third (2/3) of the members of the IC. The minutes of the meeting of the IC are made in detail and clear. The person recording the minutes and the members of the IC attending the meeting must sign the minutes of the meeting. The minutes of meetings of the IC must be archived to determine the responsibilities of each member of this Board.
2. The IC has the right to request members of the Board of Directors, the General Director, and representatives of the auditing organization to be approved to attend and answer issues that need to be clarified.

### **Article 39. Salaries, remuneration, bonuses, and other benefits of members of the IC**

Salaries, remunerations, bonuses, and other benefits of members of the IC shall comply with the following provisions:

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

## **CHAPTER IX**

### **GENERAL DIRECTORS AND OTHER EXECUTIVE DIRECTORS**

#### **Article 40. Organization and structure of management**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business. The Company shall have a General Director, Deputy General Director(s), Chief Accountant and other executive directors appointed by the Board of Directors. The appointment, removal and dismissal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors.

#### **Article 41. Executive Directors and Internal Control Board**

1. Executive Directors include the General Director, Deputy General Director(s), Chief Accountant and other Executive Directors in accordance with the Company's Charter.
2. Based on the request of the Executive Directors and approval of the Board of Directors, the Company may recruit other Executive Directors with the number and requirements in accordance with the Company's management structure and regulations prescribed by the

Board of Directors. The Executive Directors must be responsible for supporting the Company to achieve the goals set out in its operations and organization.

3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salaries of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in a separate section in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
5. Regulations on the Internal Control Board and standards for the members of the Internal Control Board shall be implemented in accordance with relevant laws and regulations of the Company (if any).

**Article 42. Appointment, dismissal, duties and powers of the General Director, Deputy General Director(s)**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director shall be the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. The term of the General Director shall not exceed three (03) years, unless otherwise decided by the Board of Directors and might be re-appointed for an unlimited number of terms.
4. The criteria and conditions of the General Director are as follows:
  - a. Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises, having no history or current status of criminal prosecution, serving a prison sentence, or prohibition from practicing in securities as stipulated by law;
  - b. Having at least 2 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;
  - c. Having a financial analysis practice certificate or a fund management practice certificate;
  - d. Not being sanctioned for administrative violations in the field of securities and securities market within the last 06 months;
  - e. Not concurrently serving as a member of the Board of Directors or the Board of members of other securities companies; not concurrently working for other securities companies, fund management companies and enterprises;
  - f. Other conditions prescribed for the General Director of securities companies and public companies in accordance with law.
5. The General Director has the following rights and obligations:
  - a. Deciding on matters relating to the Company's day-to-day business that are not under the authority of the Board of Directors;
  - b. Organizing the implementation of resolutions and decisions of the Board of Directors;

- c. Organizing the implementation of the Company's business plan and investment plan;
  - d. Proposing the plan for organizational structure, internal management regulations of the Company;
  - e. Appointing, removing, and dismissing managerial positions in the Company, except for titles under the competence of the Board of Directors;
  - f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director;
  - g. Labor recruitment;
  - h. Proposing a plan to pay dividends or handle losses in business;
  - i. Other rights and obligations as prescribed by law, the company's Charter and resolutions and decisions of the Board of Directors.
6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors have the right to vote at the meeting to approve and appoint a new General Director as replacement.
  7. The requirement and conditions of the Deputy General Director(s) shall comply with the decision of the Board of Directors and comply with relevant legal provisions. The appointment, dismissal, duties, and powers of the Deputy General Director(s) shall be decided by the Board of Directors in accordance with relevant legal provisions.

## **CHAPTER X**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE INSPECTION COMMITTEE, GENERAL DIRECTOR AND OTHER EXECUTIVE DIRECTORS**

Members of the Board of Directors, members of the IC, the General Director and other executive directors shall be responsible for performing their duties honestly and prudently for the benefit of the Company, including those as members of subcommittees of the Board of Directors.

#### **Article 43. Honest responsibility and prevention of conflicts of interest**

1. Members of the Board of Directors, members of the IC, General Director and other Executive Directors must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the IC, General Directors, other executive directors and related persons of these members may only use the information obtained from their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the IC, the General Director and other executive directors are obliged to notify in writing to the Board of Directors and the IC regarding the transactions between the Company, its subsidiaries or other companies in which the public company holds more than 50% of charter capital and such individuals or their related persons, as prescribed by law. For the transactions mentioned above that are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities laws on information disclosure.

4. Member of the Board of Directors shall not vote for the transactions offering benefits to them or their related person as prescribed by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the IC, General Directors, other Executive Directors and related persons on these subjects are not allowed to use or disclose inside information to others to execute relevant transactions.
6. The internal transactions between the Company and one or more members of the Board of Directors, members of the IC, the General Director, other executive directors and individuals and organizations relating to these subjects shall not be invalid:
  - a. With respect to any transactions with the maximum value of 35% of the total value of assets recorded in the latest financial statements, important contents of the contracts or transactions as well as the relationships and interests of members of the Board of Directors, members of the IC, General Director and other executive directors had been reported to the Board of Directors and approved by the Board of Directors through a majority of votes of the members of the Board of Directors who have no related interests;
  - b. With respect to any transactions with the value a value more than 35% or any transactions causing the cumulative transaction value within twelve (12) months from the date of executing the first transaction reaching at least 35% of the total assets recorded in the latest financial statements. Key details of such transactions, along with the relationships and interests of the Board of Directors, members of the IC, General Director and other executive directors, must be disclosed to shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders with no related interests.

**Article 44. Responsibility for loss and compensation**

1. Members of the Board of Directors, members of the IC, General Directors and other executive directors who breach their obligations and responsibilities for honesty and prudence or fail to fulfill their obligations must be responsible for any damages caused by their breaches.
2. The Company shall pay compensation to any persons who have been, or is likely to become a relevant party in complaints, lawsuits, or proceedings (including civil, administrative and non-litigation cases initiated by the Company) if such persons have been being members of the Board of Directors, members of the IC, General Directors, other executive directors, employees or representatives authorized by the Company who have or are performing their duties as authorized by the Company, acting honestly and prudently in the interests of the Company based on compliance with the law and without evidence confirming that such person has breached his or her responsibilities.
3. Compensation expenses comprise the expenses of judgments, fines, and payables incurred in practice (including attorney fees) for resolving such matters within the scope permitted by law. The Company may purchase insurance for these individuals to cover the above-mentioned compensation liabilities.

**CHAPTER XI**  
**RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

**Article 45. The right to investigate the books and records**

1. Common shareholders have the right to access books and records, specifically as follows:
  - a. Common shareholders are entitled to access, examine and extract information about names and contact addresses of voting shareholders; request correction of their incorrect information; examine, access, extract or copy the Company's Charter, minutes, and resolutions of the General Meeting of Shareholders;
  - b. A shareholder or a group of shareholders holding at least 05% of the total common shares has the right to examine, access and extract the number of the meeting minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the IC; contracts, transactions must be approved by the Board of Directors and other documents, except for documents relating to trade secrets and business secrets of the Company.
2. In case the authorized representative of shareholders or group of shareholders request to access books and records, it must be enclosed with the power of attorney of the shareholder or group of shareholders represented by such persons or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the IC, the General Director and other executive directors shall have the right to search the Company's shareholder register, shareholder list, books and other dossiers of the Company for purposes relating to their positions provided that this information must be kept confidential.
4. The company must keep this Charter and amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the IC, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place, provided that the shareholders and the Business Registration Authority are notified of the place where these documents are archived.
5. The company's Charter must be posted on the Company's website.

**CHAPTER XII**  
**EMPLOYEES AND TRADE UNIONS**

**Article 46. Employees and trade unions**

1. The General Director must prepare a plan for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salaries, social insurance, welfare, rewards and discipline for employees and Executives Directors.
2. The General Director must prepare a plan for the Board of Directors to approve matters



relating to the relationship between the Company and trade unions in accordance with the best management standards, practices and policies, the practices and policies specified in this Charter, the Company's regulations.

## **CHAPTER XIII PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the rate of dividend to be paid and the method of annual dividend payment from the retained profits of the Company.
2. The company does not pay interest on dividend payments or payments relating to a type of stock.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends by share, and the Board of Directors shall be the body implementing this decision.
4. In case dividends or other amounts relating to a type of shares are paid in cash, the Company must pay in Vietnamese dong. Payments might be made directly or through banks based on bank account details provided by shareholders. In case the Company has transferred the money in accordance with the bank 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 shares listed/registered for trading at the Stock Exchange might be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Pursuant to such date, persons registering as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, receive notices or other documents.
6. The Board of Directors may decide on the payment and advance of interim dividends if it deems that this payment is in line with the Company's profitability.
7. Other issues relating to profit distribution shall comply with the provisions of the law.

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

### **Article 48. Bank Account**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval of the competent authorities, where necessary, the Company may open bank accounts in foreign countries under the provisions of law.
3. The Company shall make all payments and accounting transactions via its Vietnamese dong

account or foreign currency accounts at the banks where the Company opened such accounts.

**Article 49. Fiscal Year**

The Company's fiscal year shall begin from the first day of January each year and shall end on the last day of December of the same year. The first fiscal year shall begin on the date of the issuance of the Certificate of Business Registration and shall end on the 31<sup>st</sup> day of December of the same year.

**Article 50. Accounting system**

1. The accounting system used by the Company shall be the enterprise accounting regime or a specific accounting system promulgated and approved by a competent authority.
2. The company system shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and related laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and account for the Company's transactions.
3. The company shall use the Vietnamese dong as the official currency in accounting. In case the company has economic operations arising in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify to the direct tax administration agency.

**CHAPTER XV**

**FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE**

**Article 51. Yearly, semi-annual, and quarterly financial statements**

1. The company must prepare an annual financial statement, and the annual financial statement must be audited in accordance with the law. The company shall announce its audited annual financial statements in accordance with the law on information disclosure on the securities market and submit it to the competent state agency.
2. The annual financial statement must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operation.
3. The Company must prepare and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit it to the competent state agency.

**Article 52. Annual Report**

The Company must prepare and announce the Annual Report in accordance with the legal regulations on securities and stock market.

**CHAPTER XVI**  
**AUDITING COMPANY**

**Article 53. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide to select one of such these companies to conduct an audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Director.
2. The audit report shall be attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and to receive notices and other information relating to the meetings of the General Meeting of Shareholders and express their opinions at the general meeting on matters relating to the audit of the Company's financial statements Company.

**CHAPTER XVII**  
**COMPANY SEAL**

**Article 54. Company Seal**

1. Seals include seals made at seal engraving establishments or digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

**CHAPTER XVIII**  
**RESTRUCTURING, DISSOLUTION AND BANKRUPTCY OF THE COMPANY**

**Article 55. Company Restructuring**

1. The Company restructuring (consolidation, merger, or transformation) shall be complied with the approval of the General Meeting of Shareholders.
2. The procedures for consolidation, merger or transformation shall follow the Law on Enterprises, Law on Securities, and relevant laws.

**Article 56: Dissolution of the Company**

1. The Company might be dissolved in the following cases:
  - a. According to resolutions and decisions of the General Meeting of Shareholders;

- b. The enterprise registration certificate is revoked, unless otherwise provided for by law;
  - c. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline shall be decided by the General Meeting of Shareholders and the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if mandatory) as prescribed.
  3. The Company may only be dissolved when it secures the payment of all debts and other property obligations and the company is not in the process of resolving disputes at the court or arbitration body.
  4. The steps, procedures and dossiers of dissolution shall be complied with the provisions of this Charter, the Law on Enterprises, the Law on Securities, and guiding documents.

**Article 57. Liquidation**

1. After the decision to dissolve the company, the Board of Directors must establish a liquidation board consisting of three (03) members, includes two (02) members who are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operation regulations. Members of the Liquidation Committee might be selected from among the Company's employees or independent experts. All liquidation committee expenses shall be paid by the Company priority to the Company's other debts.
2. The liquidation committee shall report to the business registration authority on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters relating to the liquidation of the Company before the Court and administrative agencies.
3. The proceeds from the liquidation shall be disbursed in the following steps:
  - a. Liquidation expenses;
  - b. Salaries, severance allowances, social insurance, and other benefits of employees under the collective bargaining agreement and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. After all the debts from (a) & (d) above have been paid, the balance shall be distributed to shareholders. Payment of preference shares shall be given priority.

**Article 58. Bankruptcy**

The bankruptcy of the Company shall be complying with the provisions of the law on bankruptcy

**CHAPTER XIX**  
**INTERNAL DISPUTE RESOLUTION**

**Article 59. Internal dispute resolution**

1. In case of arising disputes and complaints relating to the Company's operation, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter,

other legal provisions, or agreements between:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, the IC, the General Director, or other executives.

The concerned parties shall try to resolve that dispute through reconciliation. In cases involving disputes relating to the Board of Directors or the Chairperson, the Chairperson shall settle the dispute and request each party to present information relating to the dispute within twenty (20) working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, any party may request or appoint an independent expert to mediate the dispute settlement process.

2. If no settlement is reached within thirty (30) working days from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or to the Court.
3. The parties shall bear their own costs relating to the negotiation and conciliation procedures. The payment of the Court's expenses shall be made in accordance with the Court's ruling.

## **CHAPTER XX**

### **SUPPLEMENT AND AMENDMENT OF THE CHARTER**

#### **Article 60. Company Charter**

1. Any amendment and supplement of this Charter must be considered and decided by the General Meeting of Shareholders. The Board of Directors may update the charter capital, and the total number of issued shares specified in Clause 1, Article 6 of this Charter corresponding to the actual number of shares issued after the end of each share issuance according to the Resolution of the General Meeting of Shareholders.
2. In case there are provisions relating to the Company's operation which have not been mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

## **CHAPTER XXI**

### **EFFECTIVE DATE**

#### **Article 61. Effective Date**

1. This Charter consists of 21 Chapters and 61 Articles which were unanimously approved by the General Meeting of Shareholders of ThanhCong Securities Company on February 26<sup>th</sup>, 2022, and jointly approved the full text of this Charter, and were unanimously amended and approved by the General Meeting of Shareholders on June 17<sup>th</sup>, 2024.
2. The charter shall be made in 01 original copy and must be kept at the head office of the Company.

3. This Charter is the unique and official of the Company.
4. Copies or extracts of the Company's Charter endorsing forced when the signature of the Chairperson of the Board of Directors or at least one second (1/2) of the total number of members of the Board of Directors.

**On behalf of ThanhCong Securities Company**

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**Mr. NGUYEN KHANH LINH**

**Position: Chairman of the Board of Directors**

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**Mr. NGUYEN DUC HIEU**

**Position: General Director**