

THANHCONG SECURITIES COMPANY



**OPERATING REGULATIONS
OF THE BOARD OF DIRECTORS**

Ho Chi Minh City, February 26th,2022

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS THANHCONG SECURITIES COMPANY

- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26th November, 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17th June, 2020;
- Pursuant to Decree No. 155/2020/NĐ-CP dated 31st December, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated 31st December, 2020 guiding a number of articles on corporate governance applicable to public companies in the Decree No. 155/2020/NĐ-CP dated 31st December, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of ThanhCong Securities Company;
- Pursuant to the Resolution of the General Meeting of Shareholders dated 26th February 2022;

The Board of Directors promulgates the Regulation on the operation of the Board of Directors of ThanhCong Securities Company;

The operating regulation of the Board of Directors of ThanhCong Securities Company includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of application and applicable subjects

1. Scope of application: The operating Regulation of the Board of Directors stipulates the organizational structure of personnel, operating principles, rights and obligations of the Board of Directors and members of this Board to follow the provisions of the Law on Enterprises, the Company's Charter and other relevant provisions of law.
2. Applicable Subjects: This regulation applies to the Board of Directors and members of the Board of Directors.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their tasks and are jointly accountable to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.
2. The Board of Directors assigns the responsibility of implementing the resolutions and decisions of the Board of Directors to the General Director.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have all rights in accordance with the provisions of the Law on Securities, relevant laws and the Company's Charter, including the right to access information and documents regarding the financial status and business activities of the Company and its units.

2. Members of the Board of Directors have the prescribed obligations stated in the Company's Charter and these following obligations:
 - a) Performing their duties honestly and prudently in the best interests of shareholders and the Company;
 - b) Fully attending meetings of the Board of Directors and providing opinions on discussed issues;
 - c) Promptly and fully reporting to the Board of Directors any remuneration received from subsidiaries, affiliates and other organizations;
 - d) Reporting to the Board of Directors at the latest meeting regarding transactions between the Company, its subsidiaries and other companies controlled by the Company (holding at least 50% of the total charter capital) and members of the Board of Directors or related persons of such members; transactions between the Company and the entities in which the Board of Directors' member is a founding shareholder or executive directors within the past three (03) years prior to the transaction;
 - d) Disclosing information when trading the Company's shares following the law.

Article 4. Right to access information of members of the Board of Directors

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors and other executive directors of the Company to provide information and documents on the financial status and business operations of the Company and its units.
2. The requested executive director must promptly, fully, and accurately provide the information and documents requested by members of the Board of Directors. The procedures for requesting and providing information shall be governed by the Company's Charter.

Article 5. Term and number 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 for no more than 02 consecutive terms.
3. 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, unless otherwise provided for by the company's Charter.

Article 6. Criteria and conditions for members of the Board of Directors

Members of the Board of Directors must meet the criteria and conditions specified in the Company's Charter, the Internal Regulations on Corporate Governance, and relevant laws.

Article 7. 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;
 - d) Being the chairperson of the General Meeting of Shareholders, meetings of the Board of Directors;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In case the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the letter of resignation or dismissal. 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 dies, 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/she 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.
5. When deeming it necessary, the Board of Directors shall decide to appoint a company secretary. 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;
 - d) Other rights and obligations as prescribed in the Company's Charter.

Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors

The dismissal, removal, replacement and addition of members of the Board of Directors shall comply with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance, and relevant laws.

Article 9. Election, dismissal and removal of members of the Board of Directors

The method of election, removal and dismissal of members of the Board of Directors shall comply with the provisions of the Company's Charter, Internal Regulations on Corporate Governance, and relevant laws.

Article 10. Notification of election, dismissal and removal of members of the Board of Directors

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, prudently 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 titles (including the title of the Board of Directors of other companies);
 - d) Interests related to the Company and its related parties;
 - e) Other information (if any) as prescribed in the company's charter;
 - g) The company must disclose information about any companies that the candidate is a member of the Board of Directors, other managerial positions and interests relating to the candidate's company (if any).
2. The notification of the results of election, dismissal and removal of members of the Board of Directors shall comply with the guiding regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. 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. Rights and obligations of the Board of Directors are stipulated by the Company's Charter, Internal Regulations on Corporate Governance, and relevant laws.
3. The Board of Directors shall approve resolutions and decisions by voting at the meeting, collecting written opinions or other forms prescribed by the Company's Charter. Each member of the Board of Directors has one voting right.
4. In case a resolution or decision approved by the Board of Directors violates the law, the resolutions of the General Meeting of Shareholders, or the Company's Charter, which causes damage to the Company, the members who approved such resolution or decision must jointly bear personal responsibility for it and must compensate the Company for damages; the members who opposed the approval of the above-mentioned resolution or decision are exempt from responsibility. In this case, the Company's shareholders have the right to request the Court to suspend or annul the above-mentioned resolution or decision.

Article 12. Duties and authority of the Board of Directors in approving and signing contracts, transactions

1. The Board of Directors approves any contracts, transactions with the minimum value at 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 between the Company and one of the following subjects.
 - Members of the Board of Directors, members of the IC, General Directors, other executive directors and related persons of these subjects;
 - Shareholders or authorized representatives of shareholders holding more than 10% of the total common shares of the Company and their related persons;

- The enterprise is related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
- 2. Other duties and authorities as prescribed in the Company's Charter, Internal Regulations on Corporate Governance, and relevant laws.
- 3. The representative of the company signing the contracts or transactions must notify the members of the Board of Directors and members of the Inspection Committee about relevant entities of such contracts or transactions and enclose the draft contracts or principal contents of the transactions. Members of the Board of Directors with interests related to parties in the contracts or transactions have no voting rights.

Article 13. Responsibilities of the Board of Directors for convening the Extraordinary General Meeting of Shareholders

The Board of Directors is responsible for convening an extraordinary General Meeting of Shareholders in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and relevant laws.

Article 14. Sub-committees 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 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 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.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

The organization of the Board of Directors' meeting, voting and electing at the meeting and other relevant matters shall comply with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws.

Article 16. Board of Directors Meeting Minutes

1. The meetings of the Board of Directors must be made in documents and might be recorded, saved and stored in other electronic forms. Minutes of the Board of Directors must be made in Vietnamese and might be additionally made in foreign language, including the following principal contents
 - a) Name, address of the head office, enterprise code;
 - b) Time and location of the meeting;
 - c) Purpose, agenda, and content of the meeting;
 - d) Full name of each member or their authorized person who attends the meeting; method of their attendance; full names of members who did not attend the meeting and reasons for this absence;
 - d) Issues discussed and voted on during the meeting;
 - e) A summary of opinions of each attending member in the order of the meeting's progression;

- g) The voting results clearly indicate the members who approve, disagree and abstain;
 - h) The approved issues and the voting ratio for this approval;
 - i) Full name, signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the person recording the minutes refuses to sign the minutes of the meeting, these minutes will still be valid if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in point a, b, c, d, đ, e, g and h, Clause 1 of this Article.
 3. The chairperson, the person recording the minutes and the person signing in the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.
 4. Minutes of the Board of Directors and documents used in the meeting must be kept at the head office of the Company.
 5. Minutes made in Vietnamese and in foreign languages shall have equal effect, in case of discrepancies between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF BENEFITS

Article 17. Annual report submission

The Board of Directors must submit reports to the General Meeting of Shareholders in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and relevant laws to the General Meeting of Shareholders.

Article 18. Remuneration, bonuses, and other benefits of members of the Board of Directors

Remuneration, bonuses and other benefits of members of the Board of Directors are stipulated in the Company's Charter, Internal Regulations on Corporate Governance and relevant laws.

Article 19. Disclosure of related benefits

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

1. Members of the Board of Directors of the Company must declare their related interests to the Company, including:
 - a. Name, enterprise code, address of the head office, business lines of the enterprise in which they hold contributed capital or shares; the ownership ratio and the timing of ownership of those shares or equity;
 - b. Name, enterprise code, address of the head office, business lines of the enterprise in which their related persons jointly hold or individually hold more than 10% of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising related benefits; the amendment and supplement must be notified to the Company within 07 working days from the date of the corresponding amendment and supplement.
3. Members of the Board of Directors, in the name of themselves or another, performing works in any form within the business scope of the Company, must explain the nature and details of such work to the Board of Directors and may only proceed when the majority of the remaining members of the Board approve. If they undertake such work without disclosure or

approval of the Board of Directors, all income derived from that activity shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative one, members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned tasks.
2. During the execution of their duties, members of the Board of Directors assigned as the primary responsible party must proactively coordinate. If there are problems related to the fields under the charge of other members of the Board of Directors and there are still different opinions among members of the Board of Directors, the main responsible member shall report to the Chairman of the Board of Directors to examine according to their authority or organize a meeting or collect opinions of members of the Board of Directors in accordance with law, the Company's Charter and this Regulation.
3. In case of re-assignment among members of the Board of Directors, members of the Board of Directors must hand over relevant jobs, dossiers and documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 21. Relationship with the executive directors

In its governance role, the Board of Directors issues resolutions for the General Director and the executive directors to implement. Simultaneously, the Board of Directors inspects and supervises the implementation of resolutions.

Article 22. Relationship with the Inspection Committee

1. The relationship between the Board of Directors and the Inspection Committee is a cooperative one. The working relationship between the Board of Directors and the Inspection Committee is based on the principle of equality and independence, and simultaneously coordinates and supports each other in the execution of their tasks.
2. Upon receiving the inspection minutes or general reports of the Inspection Committee, the Board of Directors shall be responsible for researching and directing relevant departments to formulate plans and implement corrections on time.

Chapter VII

IMPLEMENTATION TERMS

Article 23. Enforcement effect

The Operating Regulations of the Board of Directors of ThanhCong Securities Company include 07 chapters, 23 articles and take effect from February 26th, 2022.

**ON BEHALF OF THE BOARD OF DIRECTOR
CHAIRMAN OF THE BOARD OF DIRECTOR**

NGUYEN KHANH LINH