

**CÔNG TY CP CHỨNG
KHOÁN HẢI PHÒNG
HAIPHONG SECURITIES
JOINT STOCK COMPANY**

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

Số: 35/CBTT-CKHP
No.: 35/CBTT-CKHP

Hải Phòng, ngày 19 tháng 01 năm 2026
Hai Phong, January 19, 2026

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

**Kính gửi: Ủy ban Chứng khoán Nhà nước/Sở Giao dịch Chứng khoán
Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội
To: State Securities Commission/ Vietnam Exchange/ Hanoi Stock
Exchange**

1. Tên tổ chức/Name of organization: **CTCP Chứng khoán Hải Phòng/ Hai Phong
Securities Joint Stock Company**

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: **HAC**

- Địa chỉ/Address: **Số 7, lô 28A, Lê Hồng Phong, Phường Gia Viên, TP Hải Phòng/ No.
7, Lot 28A, Le Hong Phong, Gia Viên Ward, Hai Phong City.**

- Điện thoại liên hệ/Tel.: **02253.842335** Fax: **02253.746266**

- E-mail: **haseco@haseco.vn**

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

Công ty CP Chứng khoán Hải Phòng công bố thông tin về việc sửa đổi và ban hành Điều lệ của Công ty theo Nghị quyết Hội đồng quản trị sau đợt chào bán cổ phiếu riêng lẻ.

Hai Phong Securities Joint Stock Company announces information regarding the amendment and issuance of the Company's Charter in accordance with the Board of Directors' Resolution following the private placement of shares..

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 19/01/2026 tại đường dẫn: <https://haseco.vn/tathongtin/cong-bo-thong-tin/>

This information was published on the company's website on January 19, 2026, as in the link: <https://haseco.vn/tathongtin/cong-bo-thong-tin/>



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

Tài liệu đính kèm/Attached documents:

- Nghị quyết số 08/2026/NQ-HĐQT ngày 19/01/2026/ *Resolution No. 08/2026/NQ-HĐQT dated January 19, 2026.*

- Điều lệ Công ty được sửa đổi/ *Amended Company charter.*

Đại diện tổ chức

Organization representative

Người được Ủy quyền CBTT

Person authorized to disclose information

(Ký, ghi rõ họ tên, chức vụ, đóng dấu)

(Signature, full name, position, and seal)



Đoàn Thị Thúy



**HAI PHONG SECURITIES
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER

OF HAI PHONG SECURITIES JOINT STOCK COMPANY



Hai Phong, January 2026

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INTRODUCTION

This Charter of Hai Phong Securities Joint Stock Company is approved to be amended and supplemented according to Resolution of the 2025 Annual General Meeting of Shareholders No. 02/2025/NQ/ĐHĐCĐ-CKHP June 26, 2025 and Resolution of the Board of Directors No. 08/2026/NQ-HĐQT dated January 19, 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Terminology explained

1. In this Charter, the following terms shall be construed as follows:
 - a) *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;
 - b) *Voting capital* is equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
 - c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d) *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e) *Vietnam* is the Socialist Republic of Vietnam;
 - f) *The date of establishment* is the date on which the Company is first granted a License to establish and operate;
 - g) *The business operators* are the General Director, Deputy General Director, Chief Accountant and other members of the Company's Executive Board;
 - h) *Business managers* are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other members of the Company's Executive Board;
 - i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
 - j) *A shareholder* is an individual or organization that owns at least one share of a joint stock company;
 - k) *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
 - l) *Major shareholder* is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
 - m) *Term of operation* is the period of operation of the Company as stipulated in Article 2 of this Charter;
 - n) *The stock exchange* is the Vietnam Stock Exchange and its subsidiaries;
 - o) *The Company* is Hai Phong Securities Joint Stock Company operating under the Establishment and Operation License No. 119/GP-UBCK issued by the State Securities Commission on November 23, 2015;
 - p) *Securities brokerage* is the act of a securities company acting as an intermediary to buy and sell securities for customers;
 - q) *Securities trading* is when a securities company buys or sells securities for itself;
 - r) *Securities investment consulting* is when a securities company provides investors with analysis results, publishes analysis reports and recommendations related to securities;
2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.
3. The headings (Sections, Articles of this Charter) are used for convenience of understanding

the content and do not affect the content of this Charter.

4. Words or terms defined in the Enterprise Law and the Securities Law shall have the same meaning in this Charter if not inconsistent with the subject or context.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, legal form, headquarters, network of operations and term of operation of the Company

1. Company Name :
 - Full name in Vietnamese: HAI PHONG SECURITIES JOINT STOCK COMPANY
 - English name: HAIPHONG SECURITIES JOINT STOCK COMPANY
 - Abbreviation : HASECO
2. The company is a joint stock company with legal status in accordance with current laws of Vietnam.
3. Company registered office:
 - Head office address: 7, Lot 28A, Le Hong Phong, Dong Khe Ward, Ngo Quyen District, Hai Phong City
 - Phone: (84.0225) 3842335 ; Fax: (84.0225) 3746266
 - Website: www.haseco.vn
 - Email: haseco@haseco.vn
4. Network operations:
 - a) The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law ;
 - b) The Company's network of operations includes the Head Office, branches, transaction offices and representative offices established in accordance with the provisions of law and this Charter.
5. Term of operation:

Unless terminated in accordance with Article 54 of this Charter, the term of operation of the Company shall be indefinite.

Article 3. Legal representative

1. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related rights and obligations before the Arbitration and the Court. The responsibilities of the legal representative are implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws.
2. The company has 01 legal representative. The legal representative is the Chairman of the Board of Directors.
3. The legal representative of the Company must reside in Vietnam; in case of leaving Vietnam, he/she must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative of the Company. In this case, the legal representative shall still be responsible for the exercise of the 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 to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

5. In case the Legal Representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative or dies, goes missing, is detained, sentenced to prison, has limited or lost civil capacity, the Board of Directors shall appoint another person to be the legal representative of the Company.

III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Company's operating objectives

1. Company's business lines:
 - a) Securities business operations: Securities brokerage; Securities trading; Securities investment consulting; Securities underwriting.
 - b) In addition to the securities business operations specified in Clause 1 of this Article, the Company is provided with the following services:
 - Securities depository
 - Other financial services as prescribed by the Ministry of Finance.
 - c) The Company may withdraw or add business operations specified in Clause 1 of this Article after approval by the Securities Commission.
 - d) The Company may provide other securities trading services after approval by the competent state management agency.
2. Company's operating objectives:
 - a) The Company operates with the aim of bringing maximum profit to the Company's shareholders; providing the best service to customers; building a healthy working environment and business culture for employees; fulfilling tax obligations and other obligations to the State; aiming to create value for society from its business activities.
 - b) If any of the above objectives requires approval by a competent state agency, the Company shall only carry out such objective after approval.

Article 5. Scope of business activities and operating principles

1. Scope of business activities

The Company is permitted to conduct business activities in all sectors and professions within the business operations of a securities company and to carry out other activities and provide services in accordance with the provisions of law and this Charter.

The scope of business activities of the Company includes all business activities (including business lines, business operations, products, services and other activities) that the securities company is permitted to operate in accordance with the provisions of law.
2. Operating principle
 - a) The highest decision-making body of the Company is the General Meeting of Shareholders; The General Meeting of Shareholders elects the Board of Directors of the Company; The Company's operations are managed by the members of the Executive Board of Directors and the General Director; The General Director is appointed and dismissed by the Board of Directors; The Deputy General Directors assist the General Director.
 - b) Comply with the provisions of the Securities Law, the Enterprise Law, this Charter and other relevant legal provisions on corporate governance.

- c) Conduct business fairly and honestly.
 - d) Issue business processes, internal control and risk management processes, and codes of ethics appropriate to the Company's business operations.
 - e) Ensure human resources, capital and facilities necessary to carry out securities business activities; comply with legal regulations.
 - f) Separate offices, personnel, data systems, and reports between functional departments to ensure that conflicts of interest between the Company and customers and between customers themselves are avoided. The Company must notify customers in advance of any conflicts of interest that may arise between the Company, practitioners, and customers.
 - g) Arrange securities practitioners in accordance with business operations. Securities practitioners performing securities self-trading operations must not simultaneously perform securities brokerage operations.
 - h) Price forecasts or trading recommendations relating to a particular security in the media must clearly state the basis of analysis and the source of the information .
3. Company Rights
- a) Have all rights as prescribed by the Law on Enterprises if such rights do not conflict with the provisions of the Law on Securities.
 - b) Provide securities and financial services within the scope of law.
 - c) Collect fees and charges in accordance with regulations of the Ministry of Finance.
4. Company's obligations
- a) General principles:
 - Fully perform obligations as prescribed by the Law on Enterprises;
 - Establish a system of internal audit, internal control, risk management and monitoring, preventing conflicts of interest within the Company and in transactions with related parties;
 - Comply with corporate governance principles as prescribed by law and the Company Charter;
 - Comply with financial safety regulations as prescribed by the Ministry of Finance;
 - Purchase professional liability insurance for securities trading operations at the Company or set up an investor protection fund to compensate investors for damages caused by technical incidents or employee negligence;
 - Keep complete documents and accounts that accurately and in detail reflect customer and Company transactions;
 - Sell or allow customers to sell securities without owning the securities and lend securities to customers for sale according to regulations of the Ministry of Finance;
 - Comply with the regulations of the Ministry of Finance on securities business operations;
 - Implement accounting, auditing, statistics and financial obligations according to relevant laws;
 - Implement information disclosure, reporting and archiving in accordance with the provisions of the Law on Enterprises, the Law on Securities and implementing guidelines;
 - Contribute to payment support fund as prescribed;
 - Prioritize the use of domestic labor, ensure the rights and interests of employees according to the provisions of the Labor Law, respect the right to organize and participate in political organizations and socio-political organizations according to the provisions of law.
 - b) Obligations to shareholders:
 - Clearly define the responsibilities between the General Meeting of Shareholders and the Board of Directors and the Chairman of the Board of Directors to manage in accordance with the

provisions of law;

- Establish a communication system with shareholders to ensure full information provision and fair treatment among shareholders, ensuring the legitimate rights and interests of shareholders;
- Do not perform the following acts:
 - + Commitment on income and profit for shareholders (except for shareholders owning fixed dividend preferred shares);
 - + Illegally holding benefits and income from shareholders' shares;
 - + Providing finance or guarantees to shareholders directly or indirectly; lending in any form to major shareholders, members of the Board of Directors, General Director, Chief Accountant, other management positions appointed by the Board of Directors and related persons of these subjects;
 - + Generate income for shareholders by repurchasing shares from shareholders in forms inconsistent with the provisions of law;
 - + Infringement of shareholders' rights such as: ownership rights, option rights, fair dealing rights, right to information, other legitimate rights and interests;

c) Obligations to customers:

- Do not infringe upon the property, rights and other legitimate interests of customers;
- Separately manage each customer's money and securities, and separately manage the customer's money and securities from the Company's money and securities. All transactions using customer money must be carried out by the Company through the bank. Do not abuse the assets that customers entrust to the Company for management and the customer's transaction payment money, and the customer's securities deposited at the Company;
- Sign a written contract with customers when providing services to customers; provide complete and honest information to customers when performing the services you provide;
- Only provide appropriate advice to customers based on efforts to collect information about customers: collect and learn information about customers' financial situation, investment goals, risk tolerance, profit expectations and update information according to the provisions of law. Ensure that the Company's investment recommendations and advice to customers must be appropriate for each customer;
- Be careful not to create conflicts of interest with customers. In case it is unavoidable, the Company must notify customers in advance and take necessary measures to ensure fair treatment of customers;
- Prioritize execution of customer orders before Company orders;
- Establish a specialized department responsible for communicating with customers and resolving customer inquiries and complaints;
- Fulfill our obligations to customers in the best possible way;
- Customer information security:
 - + The Company is responsible for keeping confidential information related to customers' securities and money ownership, and refusing to investigate, freeze, detain, or transfer customers' assets without their consent;
 - + The provisions of this Clause do not apply in the following cases:
 - Auditors conduct audits of the Company's financial statements;
 - Provide information as required by competent State agencies.



IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital , shares, founding shareholders

1. As at the date of adoption of this Charter, the charter capital of the Company is VND 1,291,810,960,000 (In words: One trillion two hundred ninety-one billion, eight hundred ten million, nine hundred sixty thousand Vietnamese dong).
The total charter capital of the Company is divided into 129,181,096 shares (In words: One hundred twenty-nine million, one hundred eighty-one thousand, ninety-six shares) with a par value of VND 10,000 (ten thousand Vietnamese dong) per share.
2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of approval of this Charter include common shares. The rights and obligations of shareholders holding each type of shares are stipulated in Article 13 and Article 13 of this Charter .
4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable laws.
7. The Company may issue other types of securities as prescribed by law.

Article 7. Stock certificate

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. Shares are securities that confirm the legal rights and interests of the owner to a part of the capital stock of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises .
3. Within 05 working days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 10 working days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or other period as prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.
4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:
 - a) Information about shares that have been lost, damaged or otherwise destroyed;
 - b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

Article 9. Share transfer

1. All shares are freely transferable except for cases of restricted transfer according to the provisions of the Enterprise Law, the provisions of this Charter or according to the decision of the General Meeting of Shareholders when approving the issuance plan. Shares listed and registered for trading on the Stock Exchange are transferred according to the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law .

Article 10. Method of increasing or decrease charter capital:

1. After officially coming into operation, the Company can increase or decrease its Charter Capital according to the decision of the General Meeting of Shareholders if it meets the provisions of current law.
2. The reduction of Charter Capital is decided by the General Meeting of Shareholders but must still ensure the conditions on legal capital after capital reduction according to current regulations.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, governance and control

The Company's organizational, management, administration and control structure includes:

- General meeting of shareholders
- Board of Directors
- Audit Committee under the Board of Directors
- General Director.

In addition, the Company has other Executives participating in the Company's operations as appointed by the Board of Directors in accordance with the actual situation of the Company from time to time .

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Company Shareholders

1. Common shareholders have the following rights:
 - a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by this Charter or the law. Each common share has one vote;
 - b) Receive dividends at the level decided by the General Meeting of Shareholders;
 - c) Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
 - d) Freely transfer his/her shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
 - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
 - f) Review, look up, extract or copy this Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
 - g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;
 - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises ;

- i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
 - j) Have full access to periodic and irregular information published by the Company in accordance with the law;
 - k) To protect one's legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
 - l) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:
- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) Review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial reports, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
 - c) Request the Board of Directors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
 - d) Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 03 working days before the opening date. Proposals must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;
 - e) Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning 10 % or more of the total number of common shares as prescribed in this Charter have the right to nominate people to the Board of Directors. Unless otherwise provided in this Charter, the nomination of people to the Board of Directors shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors . In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Company Shareholders

1. Pay in full and on time for the number of shares committed to purchase.
2. Capital contributed in the form of common shares may not be withdrawn from the company in any form, except in cases where the company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, that shareholder and the person with related interests in the company shall be jointly liable for the debts and other property obligations of the company within the value of the withdrawn shares and any damages incurred.
3. Comply with the company's Charter and internal management regulations.
4. Comply with resolutions of the General Meeting of Shareholders and Board of Directors.
5. Keep confidential the information provided by the Company according to the provisions of this Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attend and vote directly at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at the meeting;
1. Attend and vote via online conference, combined in-person and online conference, electronic voting or other electronic form;
 - c) Send voting ballots to the meeting via mail, fax, email;
 - d) Send ballots by other means as prescribed in this Charter.
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
 - a) Violation of the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off outstanding debts before financial risks to the Company
8. Fulfill other obligations as prescribed by current laws

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and this Charter, especially through the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General

Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
4. The Board of Directors deems it necessary for the benefit of the Company;
5. Number of remaining Board members less than the minimum number of members as prescribed by law;
 - a) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises ; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
6. Other cases as prescribed by law and this Charter.
7. Convening an extraordinary meeting of shareholders
 - a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;
 - b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;
In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
8. Procedures for organizing a General Meeting of Shareholders as prescribed 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 the following rights and obligations:
 - a) Through the Company's development orientation;
 - b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
 - c) Elect, dismiss, remove members of the Board of Directors;
 - d) Decision to invest or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial report;
 - e) Decision to amend and supplement this Charter;
 - f) Through annual financial reports;
 - g) Decision to buy back more than 10% of total sold shares of each type;
 - h) Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
 - i) Decision to reorganize and dissolve the Company;

- j) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
 - k) Approve the internal governance regulations; Board of Directors' operating regulations;
 - l) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
 - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following issues:
- a) The Company's annual business plan;
 - b) Audited annual financial statements;
 - c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
 - d) Report of the independent member of the Board of Directors in the Audit Committee;
 - e) Dividend level for each share of each type;
 - f) Number of Board members;
 - g) Elect, dismiss, remove members of the Board of Directors;
 - h) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
 - i) Approve the list of approved auditing firms; decide on approved auditing firms to conduct audits of the company's operations when deemed necessary;
 - j) Supplement and amend this Charter;
 - k) Types of shares and number of new shares issued for each type of shares;
 - l) Division, separation, consolidation, merger or conversion of the Company;
 - m) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
 - n) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
 - o) Decision to buy back more than 10% of total sold shares of each type;
 - p) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
 - q) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - r) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;
 - s) Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises .
- The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or

organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

2. The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).
3. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except in the case:
 - a) The authorized person has died, has limited civil act capacity or has lost civil act capacity;
 - b) The principal has revoked the appointment of the proxy;
 - c) The principal has revoked the authority of the agent.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change permissions

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of a resolution being approved by way of written opinion.
2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedures for conducting such separate meetings are similar to the provisions in Articles 19, 20 and 21 of this Charter .
4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening meetings, meeting agenda and notice of invitation to General Meeting of Shareholders

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter .
2. The person convening the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
 - b) Prepare conference program and content;
 - c) Prepare documents for the congress;
 - d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
 - e) Determine the time and place of the congress;
 - f) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Other work serving the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
 - a) Meeting agenda, documents used in the meeting;
 - b) List and details of candidates in case of election of members of the Board of Directors (if any);
 - c) Voting ballot;
 - d) Draft resolutions for each issue on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 Article 12 this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
 - a) The petition was sent in violation of the provisions of Clause 4 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 Article 12 this Charter ;



- c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
 - d) Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding a General Meeting of Shareholders

- 1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the voting shares.
- 2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
- 3. In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

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

- 1. Before opening the meeting, the Company must carry out shareholder registration procedures.
- 2. The election of the chairman, secretary and counting committee is regulated as follows:
 - a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the independent member of the Board of Directors of the Audit Committee or one of the members of the Board of Directors shall preside over the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;
 - b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;
 - c) The chairman appoints one or more people to act as meeting secretaries;
 - d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.
- 3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
- 4. The Chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
 - a) Seating arrangement at the venue of the General Meeting of Shareholders;
 - b) Ensure the safety of everyone present at meeting locations;

- c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may be issuing admission tickets or using other forms of selection.
5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and abstention. The vote counting results are announced by the chairman immediately before the closing of the meeting.
6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents remains unchanged.
7. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
 - a) Require all meeting attendees to submit to screening or other reasonable, lawful security measures;
 - b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.
8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:
 - a) The meeting location does not have enough comfortable seating for all attendees;
 - b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
 - c) There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.
9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online conferences or in-person conferences combined with online conferences, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities or legal documents in effect at each time . The Board of Directors has the right to decide and choose the application of modern technology to organize the General Meeting of Shareholders to ensure compliance with the provisions of current law .
11. The General Meeting of Shareholders must be held in Vietnamese and may have interpretation into a foreign language if deemed necessary by the Board of Directors.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3 , 4 and 6, Article 148 of the Law on Enterprises :

- a) Types of shares and total number of shares of each type;
 - b) Change of industry, profession and business field;
 - c) Change the Company's management structure;
 - d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e) Reorganization and dissolution of the Company.
2. Resolutions are passed when approved by shareholders holding more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and this Charter.

Article 22. Authority and procedures for obtaining written opinions of shareholders to approve decisions of the General Meeting of Shareholders

1. The Board of Directors has the right to obtain written opinions from shareholders to approve decisions within the authority of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company on all matters within the authority of the General Meeting of Shareholders, including the cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The requirements and method for sending the voting ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Article
3. The opinion form must have the following main contents:
- a) Name, head office address, business registration number;
 - b) Purpose of consultation;
 - c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
 - d) Issues requiring consultation to pass decisions;
 - e) Voting options include approval, disapproval and no opinion on each issue being voted on;
 - f) Deadline for returning completed opinion forms to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:
- a) In case of sending by mail, the answered ballot must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballot sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
 - b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

- c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms not returned are considered as non-voting forms.
- 5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Company's Chief Executive Officer or a shareholder who does not hold a management position in the Company. The vote counting record must contain the following main contents:
 - a) Name, head office address, business registration number;
 - b) Purpose and issues to be consulted to pass the resolution;
 - c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
 - d) Total number of votes for, against and abstentions on each issue;
 - e) The issue passed and the corresponding passing percentage;
 - f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.
 - g) Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
- 6. The minutes of the vote counting and resolutions must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes of the vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of the vote counting.
- 7. The completed ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots must all be kept at the Company's head office.
- 8. A resolution is passed by way of obtaining written opinions from shareholders if approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

Article 23. Resolution, Minutes of Shareholders' Meeting

- 1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and have the following main contents:
 - a) Name, head office address, business registration number;
 - b) Time and place of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the chairman and secretary;
 - e) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;

- h) Issues passed and corresponding percentage of votes passed;
 - i) Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.
- 2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other person signing the minutes of the meeting must be jointly 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 of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.
 - 4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Article 24. Request to cancel the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter .
- 2. The content of the resolution violates the law or this Charter.
- 3. In case a shareholder or group of shareholders requests to cancel the resolution of the General Meeting of Shareholders as prescribed in Clause 1 of this Article, such resolutions shall remain effective until the Court or Arbitration makes a different decision, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

VII. BOARD OF DIRECTORS

Article 25. Nominate and run for Board of Directors

- 1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:
 - a) Full name, date of birth;
 - b) Professional qualifications;
 - c) Work process;

- d) Other management positions (including positions on the Board of Directors of other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information (if any) as prescribed in this Charter;
 - g) Public companies must be responsible for disclosing information about companies in which candidates hold positions as members of the Board of Directors, other management positions, and interests related to the company of candidates for the Board of Directors (if any).
2. A shareholder or group of shareholders owning from 10% to less than 20% of the total number of common shares has the right to nominate 01 (one) person to the Board of Directors; A shareholder or group of shareholders owning from 20% to less than 30% of the total number of common shares has the right to nominate 02 (two) people to the Board of Directors; A shareholder or group of shareholders owning from 30% to less than 50% of the total number of common shares has the right to nominate 03 (three) people to the Board of Directors; A shareholder or group of shareholders owning from 50% to less than 65% of the total number of common shares has the right to nominate 04 (four) people to the Board of Directors; A shareholder or group of shareholders owning from 65% or more of the total number of common shares has the right to nominate a sufficient number of people to the Board of Directors.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance and the Operating Regulations 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 the provisions of law.
4. Members of the Board of Directors must meet the following specific standards and conditions:
- a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;
 - b) Have professional qualifications and experience in business administration or in the company's field, industry or business line and do not necessarily have to be a shareholder of the company;
 - c) Is an individual shareholder owning at least 5% of total common shares; or Other person with professional qualifications and experience in business management and in the fields of banking, finance, and securities;
 - d) Not concurrently a member of the Board of Directors, member of the Board of Management, Director/General Director of another securities company; not concurrently a member of the Board of Directors of more than 05 other companies;
 - e) Not have ever been a member of the Board of Directors or legal representative of a company that has gone bankrupt or been banned from operating due to serious violations of the law.
5. Independent members of the Board of Directors must meet the following specific standards and conditions:
- a) Not being a person currently working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least the previous 03 consecutive years;

- b) Not a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;
- c) Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
- d) Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the company;
- e) Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least the previous 5 consecutive years, except in the case of being appointed for 2 consecutive terms;
- f) Other standards prescribed by law and in Clause 2, Article 155 of the Law on Enterprises.

Article 26. Composition and term of office of Board of Directors members

1. Number of Board members from 03 to 11 people
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms 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 the work.
3. The composition of the Board of Directors is as follows:
The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall limit the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.
The total number of independent members of the Board of Directors must ensure the following regulations:
 - a) There must be at least 01 independent member in case the company has 03 to 05 members on the Board of Directors;
 - b) There must be at least 02 independent members in case the company has from 06 to 08 members on the Board of Directors;
 - c) There must be at least 03 independent members in case the company has 09 to 11 members on the Board of Directors.
4. Cases of dismissal and removal of members of the Board of Directors
 - a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - Not meeting the standards and conditions prescribed in Article 155 of the Law on Enterprises;
 - Have a resignation letter and it is accepted;
 - Other cases specified in the Company Charter.
 - b) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - Other cases specified in the Company Charter.

- c) When deemed necessary, the General Meeting of Shareholders decides to replace members of the Board of Directors; dismiss or remove members of the Board of Directors other than in the cases specified above.
- 5. 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 compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - b) The number of independent members of the Board of Directors has decreased, not ensuring the ratio as prescribed in Clause 3 of this Article.
 - c) Except for the case specified in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.
- 6. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.
- 7. A member of the Board of Directors need not be a shareholder of the Company.

Article 27. Powers and obligations of the Board of Directors

- 1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
- 2. The rights and obligations of the Board of Directors are stipulated by law, this Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
 - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
 - b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
 - c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
 - d) Decide on the selling price of the Company's shares and bonds;
 - e) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises ;
 - f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
 - g) Decide on market development, marketing and technology solutions;
 - h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises ;
 - i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed by this Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, decide on remuneration and other benefits of such people;

- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
 - k) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
 - l) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - m) Submit audited annual financial statements to the General Meeting of Shareholders;
 - n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
 - o) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
 - p) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decision to promulgate the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company;
 - q) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
4. The right to change the capital use plan, the amount of money collected from the offering, issuance with a change value of less than 50% of the capital, the amount of money collected from the offering, issuance when authorized by the General Meeting of Shareholders, except for the case of offering non-convertible bonds, without warrants according to the plan approved by the Board of Directors, the Board of Directors must report to the General Meeting of Shareholders on its activities according to the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, including the supervision of the Board of Directors over the General Director and Senior Management Staff in the fiscal year.

Article 28. Remuneration, bonuses and other benefits of Board members

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
- 2. Board members are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
- 4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid

5. Board members are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their Board member responsibilities, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. The Board of Directors may purchase liability insurance from the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the Board of Directors' liabilities related to violations of the law and this Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, and removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Develop programs and plans of activities of the Board of Directors;
 - b) Prepare agenda, content, and documents for meetings; convene, chair, and preside over Board of Directors meetings;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
 - e) Chair of the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal, except in the case where all members of the Board of Directors submit their resignation/are dismissed or removed, the Chairman of the Board of Directors will be elected to replace him within 07 (seven) working days from the date of receipt. The General Meeting of Shareholders ends the election of additional members to the Board of Directors .
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles prescribed in this Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

Article 30. Board of Directors Meeting

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the

- highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
 3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a) At the request of the Audit Committee or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least 05 other managers;
 - c) With the proposal of at least 02 members of the Board of Directors.
 - d) Other cases (if any).
 4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
 5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.
 6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 01 day before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means or other methods as prescribed in this Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

Board Resolutions are passed by 100% of the votes with voting rights are legal and valid even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and this Charter.
 7. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, a second meeting shall be convened within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
 8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
 - a) Attend and vote directly at the meeting;
 - b) Authorize another person to attend the meeting and vote as prescribed in Clause 10 of this Article;
 - c) Attend and vote via online conference, electronic voting or other electronic form;
 - d) Send voting ballots to the meeting via mail, fax, email;
 - e) Send voting ballots by other means as prescribed in this Charter or the Board of Directors' Operating Regulations.
 9. In case of sending the ballot to the meeting by mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot may only be opened in the presence of all attendees.

10. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.
11. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
12. Written opinion:
 - a) The organization of the Board of Directors' meeting may be replaced by the form of collecting opinions in writing. The number of voting participants must not be lower than the minimum number of members required to conduct the Board of Directors' meeting as prescribed in this Charter.
 - b) Written feedback (signed by the members of the Board of Directors) must be sent to the Corporate Governance Officer no later than 03 (three) working days from the date of receipt of the document or within the required response period stated in the request for feedback. If after the required response period, any member does not respond, it is considered that he/she has not exercised his/her voting rights.
 - c) Issues that are voted on in writing will also be approved based on the approval of the majority of the members of the Board of Directors with voting rights. The written responses of the members of the Board of Directors must be compiled into the Minutes of the vote, which clearly states the content that requires members to give their opinions, the responses include "approval/disapproval/no opinion". The Minutes of the vote must be signed by the Chairman of the Board of Directors and the person in charge of corporate governance.
 - d) A resolution in the form of a written opinion is passed on the basis of the approval of the majority of the members of the Board of Directors with voting rights. This type of resolution has the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting convened and held in accordance with the usual practice.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee is decided by the Board of Directors, with a minimum of 02 people, 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 is only effective when the majority of members attend and vote for it at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in this Charter and Internal Regulations on corporate governance.

Article 32. Corporate Governance Officer, Internal Audit Department

1. Corporate Governance Officer
 - a) The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises .
 - b) The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
 - c) The person in charge of corporate governance has the following rights and obligations:

- Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
- Prepare Board of Directors meetings and General Meeting of Shareholders as required by the Board of Directors;
- Advice on meeting procedures;
- Attend meetings;
- Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
- Provide financial information, copies of Board of Directors meeting minutes and other information to Board members;
- Monitor and report to the Board of Directors on the Company's information disclosure activities;
- Act as a point of contact with stakeholders;
- Keep information confidential in accordance with the provisions of law and this Charter;
- Other rights and obligations as prescribed by law and this Charter.

2. Internal audit department:

a) The Company has an Internal Audit Department under the Board of Directors to ensure the implementation of the following functions and tasks:

- Independent assessment of compliance with legal policies, Charter, decisions of the General Meeting of Shareholders, Board of Directors;
- To examine, review and evaluate the adequacy, effectiveness and efficiency of the internal control system under the Board of Directors to improve this system;
- Assess business compliance with internal policies and procedures;
- Advise on establishing internal policies and procedures;
- Assess compliance with legal regulations, control measures to ensure asset safety;
- Internal audit assessment through financial information and through business processes;
- Evaluate the process of identifying, assessing and managing business risks;
- Evaluate the effectiveness of activities;
- Assess compliance with contractual commitments;
- Implement information technology system control;
- Investigate violations within the Company;
- Conduct internal audits of the Company and its subsidiaries.

b) Internal audit activities must ensure the following principles:

- Independence: The internal audit department is independent from other departments of the company, including the executive board; internal audit activities are independent from the company's operational and business activities; internal audit staff are not allowed to undertake work that is subject to internal audit, and are not allowed to audit work in professional departments such as brokerage, proprietary trading, analysis, investment consulting, underwriting, and risk management;
- Objectivity: The internal audit department and internal audit staff must ensure objectivity, fairness and impartiality in the performance of their duties. The company must ensure that internal audit is not subject to any interference in the proper performance of its duties; Internal audit staff must make fair assessments of all relevant issues and are not influenced by personal goals, interests or by anyone when making their comments and assessments;
- Honesty: Internal audit staff must perform their work honestly, carefully and responsibly; comply with the law and perform work contents publicly according to legal and professional

regulations;

- Confidentiality: Internal audit department staff must respect the value and ownership of information received and must not disclose information without proper authorization unless there is an obligation to disclose information under the provisions of law and internal regulations of the company.
- c) Internal audit department personnel must meet the following standards:
 - The person working in this department must not have been punished with a fine or higher for violations in the fields of securities, banking, and insurance within the last 5 years up to the year of appointment;
 - The head of the internal audit department must be a person with professional qualifications in law, accounting, and auditing; have sufficient experience, prestige, and authority to effectively perform assigned tasks;
 - Not a person related to the heads of professional departments, professional practitioners, General Directors, and Branch Directors of the Company;
 - Have a certificate of expertise in basic issues of securities and the securities market or a certificate of securities practice, and a certificate of expertise in law and securities and the securities market;
 - Do not hold other professional positions in the Company.

VIII. CEO AND OTHER EXECUTIVE OFFICERS

Article 33. Management organization

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

Article 34. Company Executive

1. The Company's executives include the General Director, Deputy General Director, and Chief Accountant appointed by the Board of Directors;
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director is paid a salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.
2. The General Director is the person who runs the daily business operations of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

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3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and this Charter.
4. The General Director has the following rights and obligations:
 - a) Decide on matters related to the Company's daily business that are not under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plan;
 - d) Proposing organizational structure plan and internal management regulations of the Company;
 - e) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
 - f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
 - g) Labor recruitment;
 - h) Propose plans to pay dividends or handle business losses;
 - i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Directors and the Regulations issued by the Board of Directors.

The General Director shall exercise his rights and perform his duties within the scope of the resolutions/decisions of the Board of Directors and the regulations issued by the Board of Directors. The General Director shall conduct the daily business of the company in accordance with the provisions of law, this Charter, the labor contract signed with the company and the resolutions/decisions of the Board of Directors. In case the General Director acts contrary to these provisions and causes damage to the company, the General Director shall be responsible before the law and shall compensate the company for the damage.

5. The General Director must not concurrently work (under a labor contract/work contract) for a securities company, fund management company or other enterprise. The General Director must not be a member of the Board of Directors or a member of the Board of Members of another securities company.

The General Director must meet the following criteria:

- a) Not being prosecuted for criminal liability, imprisoned or having the right to practice revoked by the court according to the provisions of law;
 - b) Have at least 02 years of working experience in the professional department of organizations in the fields of finance, securities, banking, insurance or in the finance, accounting, investment department of other enterprises;
 - c) Have a certificate of practice in financial analysis or a certificate of practice in fund management;
 - d) Not being sanctioned for administrative violations in the field of securities and securities market within the last 6 months up to the time of application submission.
6. The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.

Article 36. Appointment, dismissal, duties and powers of other Executives

1. The Board of Directors may appoint or hire other persons as Company Executives to participate in the Company's operations together with the General Director depending on the actual situation of the Company if deemed necessary .

Other executives of the Company are those who, together with the General Director, manage

the daily operations of the Company in the areas assigned by the Board of Directors; are subject to the supervision of the Board of Directors; are responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations. Other executives of the Company may include : Managing Director, Financial Director and other members of the Company's Executive Board.

2. The term of office of the Company's other Executive Officer shall not exceed 05 years and may be reappointed for an unlimited number of terms. The Company's other Executive Officer must meet the standards and conditions prescribed by law and this Charter.
3. The Company's Executive Officer has the rights and obligations as prescribed by law, this Charter, resolutions/decisions of the Board of Directors and regulations issued by the Board of Directors. The Managing Director and the Financial Director have the rights and obligations as specifically prescribed in resolutions/decisions and/or regulations issued by the Board of Directors.

The Company Executive performs his/her rights and obligations within the scope of the resolutions/decisions of the Board of Directors and the regulations issued by the Board of Directors. The Company Executive must conduct the Company's daily business in accordance with the provisions of law, this Charter, the labor contract signed with the Company and the resolutions/decisions of the Board of Directors. In case the Company Executive acts contrary to the above provisions and causes damage to the Company, the Company Executive must be responsible before the law and compensate the Company for the damage.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 37. Nomination and candidacy for Audit Committee members

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 38. Audit Committee Composition

1. The Audit Committee shall consist of two or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. The other members of the Audit Committee shall be non-executive members of the Board of Directors.
2. Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:
 - a) Work in the accounting and finance department of the Company;
 - b) Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.
3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the Director (General Director), Chief Accountant and other managers to collect information for the Audit Committee's operations.



2. Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
3. Use outside legal, accounting or other advice as needed.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

Article 40. Audit Committee Meeting

1. The Audit Committee must meet at least twice a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means as prescribed by the Audit Committee's Rules of Procedure. Each member of the Audit Committee shall have one vote. Unless the Rules of Procedure of the Audit Committee stipulate a higher percentage, the decision of the Audit Committee shall be passed if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall be made by the side with the opinion of the Chairman of the Audit Committee.

Article 41. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent Board member in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders.
2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
 - b) Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
 - c) Results of monitoring of financial reports, operations and financial status of the Company;
 - d) Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or business managers within the last 3 years before the time of the transaction;
 - e) Assessment results of the Company's internal control and risk management system;
 - f) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;

- g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders;
- h) Other contents (if any)

X. RESPONSIBILITIES OF BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

Article 42. Responsibility to be honest and avoid conflicts of interest

1. Board members, General Directors and other managers must disclose relevant interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, the General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, the General Director and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the law on securities on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and this Charter.
5. Members of the Board of Directors, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value of less than or equal to 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
 - b) For transactions with a value greater than 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

Article 43. Liability for damages and compensation

1. Members of the Board of Directors, General Director and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases other than those initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, other executive officer, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company in compliance with the law and there is no evidence to confirm that such person has breached his or her responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments (including attorneys' fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities.

XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS

Article 44. Right to search books and records

1. Common shareholders have the right to examine books and records, specifically as follows:
 - a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or photocopy this Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Audit Committee on contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. This charter must be published on the Company's website.

XII. EMPLOYEES AND UNIONS

Article 45. Employees and unions

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director must plan for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best management standards,

practices and policies, the practices and policies prescribed in this Charter, the Company's regulations and current legal regulations .

XIII.PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange can be made 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. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

XIV.BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 47. Bank account

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 48. Fiscal year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year.

Article 49. Accounting mode

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE

RESPONSIBILITIES

Article 50. Annual, semi-annual and quarterly financial reports

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 51. Annual Report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

XVI. COMPANY AUDIT

Article 52. 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 on one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

XVII. BUSINESS SEAL

Article 53. Company seal

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

XVIII. DISSOLUTION OF COMPANY

Article 54. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) The term of operation stated in this Charter expires without a decision to extend;
 - b) According to the resolution and decision of the General Meeting of Shareholders;
 - c) Having the Certificate of Business Registration revoked, except in cases where the Law on Tax Administration provides otherwise;
 - d) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

Article 55. Liquidation

1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from liquidation are paid in the following order:
 - a) Liquidation costs;
 - b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
 - c) Tax debt;
 - d) Other debts of the Company;
 - e) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares have priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 56. Internal dispute resolution

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, this Charter, other legal provisions or agreements between:
 - a) Shareholders with the Company;
 - b) Shareholders with the Board of Directors, General Director or other executives;The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 10 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.
2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 57. Company charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.



2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This Charter consists of [21 chapters] and [58 articles] and is unanimously approved by the General Meeting of Shareholders of Hai Phong Securities Joint Stock Company pursuant to the Resolution of the Annual General Meeting of Shareholders 2025 No. 02/2025/NQ/ĐHĐCĐ-CKHP dated June 26, 2025 and the Resolution of the Board of Directors No. 08/2026/NQ-HĐQT dated January 19, 2026, and simultaneously approves the full effectiveness of this Charter. This Charter replaces in its entirety all previous Charters issued by the Company
2. The Charter is made in 10 (ten) copies, of equal value and must be kept at the Company's head office.
3. This charter is the sole and official charter of the Company.
4. Copies or extracts of this Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

HAI PHONG SECURITIES JOINT STOCK COMPANY
LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS



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