

# **CHARTER OF SBS SECURITIES JOINT STOCK COMPANY**

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## PREAMBLE

This Charter of SBS Securities Joint Stock Company (hereinafter referred to as the "Company") serves as the legal basis for the Company to operate in accordance with the Law on Enterprises No. 59/2020/QH14 passed by the XIV National Assembly on June 17, 2020; and the Law on Securities No. 54/2019/QH14 passed by the XIV National Assembly on November 26, 2019.

The Charter, the Company's regulations, and resolutions of the General Meeting of Shareholders and Board of Directors, if duly passed in compliance with applicable laws, shall constitute binding rules and regulations governing the conduct of the Company's activities.

This Charter was approved by the Company pursuant to a valid resolution of the General Meeting of Shareholders held on June 08, 2026.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Definitions of terms

1. In this Charter, the following terms shall be understood as follows:

*Charter capital* means the total par value of shares sold or registered for purchase upon establishment of the joint stock company and as provided in Article 6 of this Charter;

b) *Voting capital* means share capital whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Vietnam* means the Socialist Republic of Vietnam;

f) *Company* means SBS Securities Joint Stock Company;

g) *Incorporation date* means the date on which the Company was first granted the Certificate of Enterprise Registration (Business Registration Certificate or equivalent documents);

h) *Executive officer* means the General Director, Deputy General Directors, Chief Accountant and other executives as provided in the Company's Charter;

i) *Manager* means the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other managerial titles as provided in the Company's Charter;

k) *Related person* means individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;

l) *Shareholder* means any individual or organization owning at least one share of a joint stock company;

m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n) *Operating term* means the Company's operating period as stipulated in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders;



- o) *SSC* means the State Securities Commission of Vietnam;
  - p) *Stock Exchange* means the Vietnam Exchange and its subsidiaries.
2. In this Charter, references to one or more provisions or other documents include amendments, supplements or replacement documents.
3. Headings (sections and articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

## **II. NAME, FORM, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, registered office, branches, representative offices, business locations and operating term of the Company**

1. Company name
  - Name in Vietnamese: **CÔNG TY CỔ PHẦN CHỨNG KHOÁN SBS**
  - Name in foreign language: **SBS SECURITIES JOINT STOCK COMPANY**
  - Abbreviated name: **SBS**
2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.
3. Registered office of the Company:
  - Head office address: No. 40 Pham Ngoc Thach, Xuan Hoa Ward, Ho Chi Minh City.
  - Phone: (84.28) 62686868
  - Fax: (84.28) 62555957
  - Website: [www.sbsc.com.vn](http://www.sbsc.com.vn)

The Company may establish branches and representative offices in its operating areas to fulfill the Company's operational objectives in accordance with Board of Directors decisions and within the scope permitted by law.

The Company shall only conduct securities business and provide securities services at locations where the head office, branches, and transaction offices have been approved by the SSC.

Names of branches, transaction offices, and representative offices shall bear the Company's name followed by the words branch, transaction office, or representative office and a specific name for distinction.

5. The Company's operating term shall commence from the incorporation date and be indefinite, unless terminated early or extended as provided in this Charter.

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

1. The legal representative of the Company is an individual who represents the Company in exercising rights and obligations arising from the Company's transactions, represents the Company as plaintiff, defendant, or interested party before Arbitration, Courts, and performs other rights and obligations as prescribed by law.
2. The General Director is the legal representative of the Company.
3. Authorization of the legal representative:
  - If the legal representative is absent from Vietnam, he/she must authorize another person in writing to exercise the rights and duties of the legal representative. In such

case, the legal representative remains responsible for the exercise of the delegated rights and duties.

- If the authorization period expires and the legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and duties of the legal representative within the scope of the authorization until the legal representative returns to work at the Company or until the Board of Directors decides to appoint another person to the position of legal representative.

- If the legal representative of the Company is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and duties of the legal representative, or is deceased, missing, detained, sentenced to imprisonment, has restricted or lost civil act capacity, the Board of Directors shall appoint another person to the position of legal representative of the Company.

4. The legal representative of the Company has the following responsibilities:

- Exercise the assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the Company;
- Be loyal to the Company's interests; not use the Company's information, know-how, or business opportunities; not abuse position, title, or the Company's assets for personal gain or to serve the interests of other organizations or individuals;
- Timely, fully, and accurately notify the Company of any enterprise where that representative or their related persons own or hold controlling shares or capital contributions.

### **III. OBJECTIVES, BUSINESS SCOPE AND OPERATING PRINCIPLES OF THE COMPANY**

#### **Article 4. Objectives of the Company**

1. The Company's operational objectives are: The Company is committed to providing the highest quality financial products and services, with the goal of maximizing profits for investors and shareholders; to become a leading investment banking organization in Vietnam; to build a professional working environment for employees; to fulfill tax obligations and other obligations to the State; and to strive for the common development of the community.

2. If any of the above objectives requires approval from a competent state authority, the Company shall only pursue that objective after receiving such approval.

#### **Article 5. Business scope and activities of the Company**

1. The Company's business operations are:

- Securities brokerage;
- Securities proprietary trading;
- Securities investment advisory;
- Securities underwriting;
- Securities depository.

2. In addition to the securities business operations specified in Clause 1 of this Article, the Company may provide securities depository services, financial advisory, receiving mandates to manage investors' securities trading accounts, and other financial services as prescribed by the Ministry of Finance.



3. The Company may add or remove one or more business operations listed in Clause 1 of this Article after obtaining approval from the SSC.

4. Operating principles:

- a) Comply with the law on securities and the securities market and related legislation.
- b) Conduct business activities fairly and honestly.
- c) Promulgate operational procedures, internal control and risk management procedures, and professional ethics codes appropriate to the Company's business operations.
- d) Ensure adequate human, capital, and material resources to serve securities business activities in compliance with legal regulations.
- e) Separate offices, personnel, data systems, and reporting between operational departments to ensure avoidance of conflicts of interest between the Company and customers, and between customers. The Company must disclose to customers in advance any potential conflicts of interest that may arise between the Company, licensed practitioners, and customers.
- f) Assign securities practitioners appropriate to the licensed business operations. Securities practitioners performing proprietary trading operations may not simultaneously perform securities brokerage operations.
- g) Price forecasts or trading recommendations relating to a specific security on media must clearly state the basis of analysis and the sources of cited information.

#### **IV. CHARTER CAPITAL AND SHARES**

##### **Article 6. Charter capital and shares**

1. At the date of adoption of this Charter, the Company's charter capital is VND 1,466,076,000,000 (in words: One thousand, four hundred and sixty-six billion, zero hundred and seventy-six million dong).
2. The total charter capital of the Company is divided into 146,607,600 (in words: One hundred and forty-six million, six hundred and seven thousand, six hundred) shares. The par value per share is VND 10,000 per share.
3. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with applicable legal regulations.
4. The Company's shares at the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are provided in Articles 12 and 13 of this Charter.
5. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with applicable legal regulations.
6. Ordinary shares shall be preferentially offered to existing shareholders in proportion to their ordinary shareholding in the Company, unless otherwise resolved by the General Meeting of Shareholders. The Board of Directors shall decide on shares not subscribed for by shareholders. The Board of Directors may allocate such shares to shareholders and others on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares it has issued in the manner provided in this Charter and applicable law.
8. The Company may issue other types of securities in accordance with applicable law.



#### **Article 7. Share certificates**

1. The Company's shareholders shall be issued share certificates corresponding to the number and type of shares they own.
2. A share certificate is a type of security confirming the legitimate rights and interests of the holder over a portion of the charter capital of the issuing organization. Share certificates must contain all the contents as required under Clause 1, Article 121 of the Law on Enterprises.
3. Within 14 days from the date of complete submission of the share transfer dossier in accordance with the Company's regulations, or within two months from the date of full payment for shares in accordance with the Company's share issuance plan (or such other period as specified in the issuance terms), the owner of the shares shall be issued with share certificates. Shareholders shall not be required to pay the Company for the cost of printing share certificates.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon request. The shareholder's request must contain the following:
  - a) Information about the lost, damaged or destroyed share certificate;
  - b) A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

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

Bond certificates or other securities certificates of the Company shall be issued bearing the signature of the legal representative and the Company's seal.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided in this Charter and applicable law. Listed shares and shares registered for trading on the Stock Exchange are transferable in accordance with the regulations of the law on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred and the holder shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued for capital increase from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Purchase of shares and bonds**

Shares and bonds of the Company may be purchased with Vietnamese Dong, freely convertible foreign currency, gold, land use rights, intellectual property rights, technology, technical know-how, or other assets as resolved by the General Meeting of Shareholders, and must be paid in full in a single installment.

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

#### **Article 11. Organizational structure, management and control**

The Company's organizational, management, and control structure consists of:

1. General Meeting of Shareholders.
2. Board of Directors, Supervisory Board.
3. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

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

#### **1. Ordinary shareholders have the following rights:**

- a) Attend, speak at General Meetings of Shareholders, and exercise voting rights directly or through an authorized representative or other forms as provided in the Company's Charter and applicable law. Each ordinary share has one vote;
- b) Receive dividends at the rate determined by the General Meeting of Shareholders;
- c) Priority to purchase new shares in proportion to the percentage of ordinary shares held by each shareholder in the Company;
- d) Freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e) Review, access, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate personal information;
- f) Review, access, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy of the Company, receive a portion of the remaining assets proportional to their share ownership in the Company;
- h) Request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
- i) Be treated equally. Each share of the same class grants the holding shareholder equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodic and extraordinary information disclosed by the Company as required by law;
- l) Have their legitimate rights and interests protected; request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders and Board of Directors as provided in the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

#### **2. Shareholders or groups of shareholders owning five percent (5%) or more of total ordinary shares have the following rights:**

- a) Request the Board of Directors to convene the General Meeting of Shareholders as provided in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, access, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts and transactions subject to Board of Directors approval, and other documents, except documents relating to trade secrets and business secrets of the Company;
- c) Request the Supervisory Board to inspect specific matters relating to the management and administration of the Company's activities when deemed necessary. The request must be in writing and must include: full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise registration number or legal document number of the organization, head office address for organizational shareholders; number of shares and date of share



registration of each shareholder, total shares of the entire group, and percentage of ownership in the Company's total shares; matters to be inspected and the purpose of the inspection;

d) Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least three (03) working days before the opening of the meeting. The proposal must clearly state the shareholder's name, number of each type of shares held, and the matter proposed to be included in the meeting agenda;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning ten percent (10%) or more of total ordinary shares have the right to nominate candidates for the Board of Directors and Supervisory Board. Unless otherwise provided in the Company's Charter, the nomination of candidates for the Board of Directors and Supervisory Board shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and Supervisory Board must notify other attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of Board of Directors and Supervisory Board members, the shareholders or group of shareholders referred to in this Clause have the right to nominate one or more candidates as resolved by the General Meeting of Shareholders for the Board of Directors and Supervisory Board. Specifically:

- Shareholders or groups of shareholders owning from 10% to less than 20% of voting shares may nominate a maximum of one (01) candidate for the Board of Directors and one (01) candidate for the Supervisory Board;

- Shareholders or groups of shareholders owning from 20% to less than 30% of voting shares may nominate a maximum of two (02) candidates each for the Board of Directors and Supervisory Board;

- Shareholders or groups of shareholders owning from 30% to less than 50% of voting shares may nominate a maximum of three (03) candidates each for the Board of Directors and Supervisory Board;

- Shareholders or groups of shareholders owning from 50% to less than 65% of voting shares may nominate a maximum of four (04) candidates each for the Board of Directors and Supervisory Board;

- Shareholders or groups of shareholders owning 65% or more of voting shares may nominate the full number of candidates for the Board of Directors and Supervisory Board.

c) If the number of candidates nominated by shareholders or a group of shareholders is fewer than the number they are entitled to nominate as resolved by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, Supervisory Board, and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the shares they have committed to purchase.

2. Not withdraw invested capital in the form of ordinary shares from the Company in any form, except when the Company or another person repurchases the shares. If any shareholder withdraws part or all of the contributed share capital in violation of this clause, that shareholder and persons with related interests in the Company must jointly and severally bear liability for the Company's debts and other property



obligations to the extent of the value of the withdrawn shares and any resulting losses.

3. Comply with the Company's Charter and internal management regulations.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and Board of Directors.
5. Keep confidential information provided by the Company in accordance with the provisions of the Company's Charter and applicable law; use such information only to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating or copying and transmitting Company-provided information 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 another individual or organization to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic ballot, or other electronic means;
  - d) Send ballots to the meeting by mail, fax, or email.
7. Bear personal liability when acting in the name of the Company in any form to commit any of the following acts:
  - a) Violate applicable laws;
  - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Repay debts before maturity in the face of financial risks to the Company.
8. Fulfill other obligations as prescribed by applicable law and other obligations associated with other classes of shares.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights, and is the highest decision-making authority of the Company. The General Meeting of Shareholders shall hold an annual meeting once per year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may extend the annual General Meeting of Shareholders when necessary, but not more than 06 months from the end of the financial 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 as the location where the chairperson is present and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders resolves matters as required by law and the Company's Charter, in particular approves the audited annual financial statements. In cases where the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or disclaimers, the Company must invite a representative of the approved audit organization performing the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative is responsible for attending the Company's annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining Board of Directors or Supervisory Board members falls below the minimum required by law;
- c) Upon request of shareholders or group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be in writing, stating clearly the reason and purpose of the meeting, and bearing the signatures of the relevant shareholders or being made in multiple copies each bearing the signatures of the relevant shareholders;
- d) Upon request of the Supervisory Board;
- e) Other cases as provided by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

- a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the remaining number of Board of Directors, independent Board of Directors, or Supervisory Board members falls as provided in Point b, Clause 3 of this Article, or upon receipt of the request provided in Points c and d of Clause 3 of this Article;
- b) If the Board of Directors fails to convene the General Meeting of Shareholders as provided in Point a, Clause 4 of this Article, within the following 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders as provided in Clause 3, Article 140 of the Law on Enterprises;
- c) If the Supervisory Board fails to convene the General Meeting of Shareholders as provided in Point b, Clause 4 of this Article, the shareholders or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.  
[In such case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include costs incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.]
- d) The procedure for organizing the General Meeting of Shareholders is as provided 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) Approve the Company's development orientation;
- b) Decide on the type of shares and total number of shares of each type authorized for offering; decide on the annual dividend for each type of share;
- c) Elect, dismiss, and remove Board of Directors and Supervisory Board members;
- d) Decide on investments or sale of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements;
- e) Decide on amendments and supplements to the Company's Charter;
- f) Approve the annual financial statements;



- g) Decide to repurchase more than 10% of the total number of sold shares of each type;
  - h) Review and handle violations by Board of Directors members and Supervisory Board members causing damage to the Company and its shareholders;
  - i) Decide on the reorganization and dissolution of the Company;
  - k) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
  - l) Approve the Internal Governance Regulations; Regulations on the operation of the Board of Directors and Supervisory Board;
  - m) Approve the list of approved audit firms; decide on the approved audit firm to conduct the Company's inspection; dismiss approved auditors when deemed necessary;
  - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall deliberate and resolve the following matters:
- a) The Company's annual business plan;
  - b) Annual financial statements as audited;
  - c) Report of the Board of Directors on governance and performance of the Board of Directors;
  - d) Report on business results of the Company and performance of the General Director;
  - e) Self-assessment report on the performance of the Supervisory Board;
  - f) Dividend per share for each type;
  - g) Number of Board of Directors and Supervisory Board members;
  - h) Election, dismissal, and removal of Board of Directors and Supervisory Board members;
  - i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
  - k) Approve the list of approved audit firms; decide on the approved audit firm to conduct the Company's inspection when deemed necessary;
  - l) Amendments and supplements to the Company's Charter;
  - m) Type and number of newly issued shares for each type;
  - n) Division, splitting, consolidation, merger or conversion of the Company;
  - o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidator;
  - p) Decide on investments or sale of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements;
  - q) Decide to repurchase more than 10% of the total number of sold shares of each type;
  - r) Signing of contracts or transactions by the Company with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets recorded in the most recent financial statements;
  - s) Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities;



- t) Approve the Internal Corporate Governance Regulations, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Supervisory Board;
  - u) Other matters as provided by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be submitted for deliberation and voting at the General Meeting of Shareholders.

#### **Article 16. Authorization to attend General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend in person or authorize one or more other individuals or organizations to attend the meeting, or attend via one of the methods provided in Clause 3, Article 144 of the Law on Enterprises.

2. Authorization of individuals or organizations to represent a shareholder at the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The authorization document shall be prepared 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 shares being authorized, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In the case of re-authorization, the attendee must additionally present the original authorization document from the shareholder and the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The ballot of an authorized representative attending within the scope of their authorization remains valid when the following occurs, except in cases where:

- a) The authorizing party has died, has restricted civil legal capacity or has lost civil legal capacity;
- b) The authorizing party has cancelled the designation of authorization;
- c) The authorizing party has revoked the authority of the person performing the authorization.

This provision does not apply if the Company has received notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Changes in rights**

1. Any change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing sixty-five percent (65%) or more of all votes cast by shareholders present at the meeting. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of preference shareholders may only be passed if approved by preference shareholders of the same class present at the meeting holding seventy-five percent (75%) or more of the total preference shares of that class, or if approved by preference shareholders of the same class holding seventy-five percent (75%) or more of the total preference shares of that class in the case of passing a resolution by written polling.

2. A meeting of shareholders holding a class of preference shares for the purpose of approving changes to rights referred to above shall only be valid if at least 02 shareholders (or their authorized representatives) attend and hold at least 1/3 of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be



reconvened within the following 30 days, and shareholders holding shares of that class (regardless of the number of persons and shares) who are present in person or through authorized representatives shall be deemed to constitute a sufficient quorum. At meetings of shareholders holding preference shares as described above, those holding shares of that class who are present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at such meetings.

3. The procedure for conducting such separate meetings shall be similar to the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless the share issuance terms provide otherwise, the special rights attached to classes of preference shares in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

#### **Article 18. Convening, agenda and meeting notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene 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 participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of 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 twenty (20) days before the record date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft resolutions of the General Meeting of Shareholders based on the anticipated content of the meeting;
- e) Determine the time and venue of the meeting;
- f) Notify and send meeting notices of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks in service of the meeting.

3. The meeting notice of the General Meeting of Shareholders shall be sent to all shareholders in a manner ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading, or in one (01) national newspaper or one (01) local newspaper where the Company's head office is located. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend at least twenty-one (21) days before the opening of the meeting (counting from the date the notice is sent or validly transmitted). The agenda of the General Meeting of Shareholders, materials related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If documents are not enclosed with the meeting notice, the notice must specify the link to all meeting materials so that shareholders can access them, including:

- a) Meeting agenda and documents used at the meeting;



- b) List and detailed information of candidates in the case of electing Board of Directors and Supervisory Board members;
  - c) Ballots;
  - d) Draft resolutions for each matter on the meeting agenda.
4. Shareholders or groups of shareholders as provided in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least 03 working days before the opening of the meeting. The proposal must clearly state the shareholder's name, number of each type of shares held by the shareholder, and the matter proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders may refuse the proposal specified in Clause 4 of this Article if it falls within one of the following cases:
- a) The proposal was not submitted in compliance with Clause 4 of this Article;
  - b) At the time of the proposal, the shareholder or group of shareholders does not hold five percent (5%) or more of ordinary shares as provided in Clause 2, Article 12 of this Charter;
  - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
  - d) Other cases as provided by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal referred to in Clause 4 of this Article in the draft agenda and content of the meeting, unless it falls within the cases specified in Clause 5 of this Article. The proposal is formally added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. A General Meeting of Shareholders may be conducted when shareholders attending the meeting represent more than fifty percent (50%) of total voting shares.
2. If the first meeting does not satisfy the conditions specified in Clause 1 of this Article, the second meeting notice shall be sent within thirty (30) days from the date originally scheduled for the first meeting. The second General Meeting of Shareholders may be conducted when shareholders attending the meeting represent thirty-three percent (33%) or more of total voting shares.
3. If the second meeting does not satisfy the conditions specified in Clause 2 of this Article, the third meeting notice must be sent within twenty (20) days from the date originally scheduled for the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total number of voting shares of attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend have been registered, in the following order:
  - a) Upon registering shareholders, the Company shall issue each shareholder or authorized representative entitled to vote a voting card bearing the registration number, the shareholder's name, the name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders shall deliberate and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, and abstention. At the Meeting, cards approving the



resolution shall be collected first, then cards disapproving, and finally the total number of approval and disapproval votes shall be counted for decision-making. The vote count results shall be announced by the chairperson immediately before the closing of the meeting. The Meeting shall elect persons responsible for vote counting or supervising vote counting upon the chairperson's recommendation. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's recommendation;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not change.

2. The election of the chairperson, secretary, and vote-counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall chair the meeting, or may authorize another Board of Directors member to chair the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining Board of Directors members shall elect one of them to chair the meeting by majority vote. If no one can be elected as chairperson, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, with the person receiving the highest number of votes becoming the chairperson;

b) Except as provided in Point a of this Clause, the person who signed the convening of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson, with the person receiving the highest number of votes becoming the chairperson;

c) The chairperson shall appoint one or more persons as meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the chairperson's recommendation.

3. The program and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The program must clearly and specifically allocate time for each matter in the meeting agenda.

4. The meeting chairperson 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 program, and reflecting the wishes of the majority of attendees:

a) Arrange seating at the General Meeting of Shareholders venue;

b) Ensure the safety of all persons present at the meeting venues;

c) Facilitate shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may include issuing entry permits or using other selection forms.

5. The General Meeting of Shareholders shall deliberate and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, and abstention. The vote count results shall be announced by the chairperson immediately before the closing of the meeting.



6. Shareholders or authorized persons arriving after the meeting has commenced may still register and have the right to participate in voting immediately after registration; in such case, the validity of matters already voted on shall not change.

7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the right to:

- a) Require all attendees to undergo inspection or other lawful and reasonable security measures;
- b) Request competent authorities to maintain order at the meeting; expel persons who fail to comply with the chairperson's authority, deliberately cause disorder or obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The chairperson may postpone the General Meeting of Shareholders, which has sufficient registered attendees, for a maximum of 03 working days from the date originally scheduled for the meeting, and may only postpone or change the meeting venue in the following cases:

- a) The meeting venue does not have sufficient convenient seating for all attendees;
- b) Communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, deliberate, and vote;
- c) Attendees obstruct or cause disorder, creating a risk that the meeting cannot be conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. Where the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote electronically or by other electronic means as provided 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 providing detailed regulations for the implementation of certain articles of the Law on Securities.

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

1. Resolutions on the following matters shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
- b) Changes to business lines and sectors;
- c) Changes to the Company's management organizational structure;
- d) Investment projects or asset sales with a value of 35% or more of total assets recorded in the Company's most recent financial statements, unless the Company's Charter provides for a different ratio or value;
- e) Reorganization and dissolution of the Company.

2. Resolutions shall be passed when approved by shareholders owning more than fifty percent (50%) of the total votes of all shareholders attending the meeting, unless otherwise provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are lawful and effective even if the procedures for convening the meeting and passing such resolutions violated the provisions of the Law on Enterprises and the Company's Charter.

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

The authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the right to collect written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning completed opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. Opinion forms must contain the following main contents:

- a) Name, head office address, and enterprise registration number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise registration number or legal document number of the organization, head office address for institutional shareholders, or full name, contact address, nationality, and legal document number of the individual representing an institutional shareholder; number of shares of each type and number of votes of the shareholder;
- d) Matters to be consulted for passing decisions;
- e) Voting options including approval, disapproval, and abstention for each matter;
- 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 submit completed opinion forms to the Company by mail, fax, or email as follows:

- a) In case of mailing, the completed opinion form must be signed by the individual shareholder, or by the authorized representative or legal representative of the institutional shareholder. The opinion form sent to the Company must be in a sealed envelope and may not be opened before the vote count;
- b) In case of fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion forms received by the Company after the deadline specified in the opinion form, or that have been opened in the case of mail, or disclosed in the case of fax or email, are invalid. Opinion forms not returned shall be considered as non-participating votes.

5. The Board of Directors shall count votes and prepare vote counting minutes in the presence of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting minutes must contain the following main contents:

- a) Name, head office address, and enterprise registration number;



- b) Purpose and matters subject to opinion collection for passing resolutions;
- c) Number of shareholders and total voting shares participating in voting, distinguishing valid votes, invalid votes, and voting methods;
- d) Total votes of approval, disapproval, and abstention for each matter;
- e) Matters passed and corresponding voting ratios;
- f) Full name and signature of the Chairman of the Board of Directors, vote counters, and vote supervisors.

Board of Directors members, vote counters, and vote supervisors shall jointly bear responsibility for the honesty and accuracy of the vote counting minutes; and jointly bear liability for any losses arising from decisions passed due to dishonest or inaccurate vote counting.

6. Vote counting minutes and resolutions must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of vote counting minutes and resolutions may be replaced by posting on the Company's website within 24 hours from the end of vote counting.

7. Completed opinion forms, vote counting minutes, passed resolutions, and related documents enclosed with the opinion forms must be kept at the Company's head office.

8. A resolution passed by written opinion polling shall be valid if approved by shareholders owning more than fifty percent (50%) of the total votes of all shareholders entitled to vote, and shall have the same effect as a resolution passed at the General Meeting of Shareholders.

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

1. A General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and must contain the following main contents:

- a) Name, head office address, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f) Number of shareholders and total votes of attending shareholders;
- g) Total votes for each matter voted on, clearly stating the voting method, total valid votes, invalid votes, approval votes, disapproval votes, and abstentions; corresponding ratios to the total votes of attending shareholders;
- h) Matters passed and corresponding voting ratios;
- i) Full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall be effective if signed by all other Board of Directors members attending the meeting and contain all contents as required in this Clause. The minutes shall note the chairperson's and secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or other persons who sign the minutes, shall jointly bear responsibility for the honesty and accuracy of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. Resolutions and minutes of the General Meeting of Shareholders must be disclosed in accordance with securities market information disclosure laws and must be kept at the Company's head office.

#### **Article 24. Request to annul resolutions 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 minutes of the written opinion polling results, shareholders or groups of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Law on Enterprises and the Company's Charter, except as provided in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates applicable law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Candidacy and nomination of Board of Directors members**

1. Where Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about the candidates before voting. Board of Directors candidates must provide a written commitment regarding the honesty and accuracy of the personal information disclosed, and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a Board of Directors member. Information disclosed regarding Board of Directors candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including Board of Directors positions at other companies);
- e) Related interests with the Company and related parties of the Company;
- f) Other information (if any) as provided in the Company's Charter;
- g) Public companies must disclose information about companies where the candidate currently holds a Board of Directors membership, other management positions, and related interests with the candidate's company (if any).

2. Shareholders or groups of shareholders owning 10% or more of ordinary shares have the right to nominate Board of Directors candidates in accordance with the Law on Enterprises and the Company's Charter.

3. If the number of Board of Directors candidates through nomination remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations and Regulations on the operation of the Board of Directors. The additional nomination of candidates by the



incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect Board of Directors members in accordance with applicable law.

4. Board of Directors members must meet the standards and conditions as provided in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The number of Board of Directors members shall be from three (03) to eleven (11) persons.

2. The term of Board of Directors members shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Board of Directors member of a company for no more than 02 consecutive terms. If all Board of Directors members' terms expire simultaneously, those members shall continue as Board of Directors members until new members are elected and take over.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors of a public company must ensure that at least 1/3 of the total Board of Directors members are non-executive members. The Company shall limit Board of Directors members from concurrently holding executive positions to ensure the independence of the Board of Directors.

The total number of independent Board of Directors members must comply with the following requirements:

- a) At least 01 independent member where the company has from 03 to 05 Board of Directors members;
  - b) At least 02 independent members where the company has from 06 to 08 Board of Directors members;
  - c) At least 03 independent members where the company has from 09 to 11 Board of Directors members.
4. A Board of Directors member shall cease to be a Board of Directors member in cases of being dismissed, removed, or replaced by the General Meeting of Shareholders as provided in Article 160 of the Law on Enterprises.
5. The appointment of Board of Directors members must be disclosed in accordance with securities market information disclosure laws.
6. Board of Directors members are not required to be shareholders of the Company.

#### **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, with full authority to act on behalf of the Company to decide and exercise the Company's rights and obligations, except for rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The powers and obligations of the Board of Directors are as prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Decide on the Company's strategy, medium-term development plan, and annual business plan;
- b) Recommend types of shares and total number of shares of each type authorized for offering;
- c) Decide on the sale of unsold shares within the number of shares authorized for offering of each type; decide on additional capital raising through other forms;

- d) Decide on the sale price of shares and bonds of the Company;
- e) Decide on the repurchase of shares as provided in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) Decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) Decide on market development, marketing, and technology solutions;
- h) Approve purchase, sale, borrowing, lending contracts, and other contracts and transactions with a value of thirty-five percent (35%) or more of total assets recorded in the Company's most recent financial statements, and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as provided in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign and terminate contracts with the General Director and other key managers as provided in the Company's Charter; decide on the salary, remuneration, bonuses, and other benefits for such managers; designate authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, decide on their remuneration and other benefits;
- k) Supervise and direct the General Director and other managers in the day-to-day management of the Company's business;
- l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, and representative offices, and on contributing capital to and purchasing shares of other enterprises;
- m) Approve the program and content of materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Recommend the dividend to be paid; decide on the timing and procedures for paying dividends or addressing business losses;
- p) Entitled to change the plan for using capital and proceeds from the offering or issuance, with the change amounting to less than 50% (fifty percent) of the capital and proceeds from the offering or issuance, when authorized by the General Meeting of Shareholders, except in the case of offering non-convertible bonds without warrants according to the plan approved by the Board of Directors.
- q) Recommend the reorganization and dissolution of the Company; request the Company's bankruptcy;
- r) Decide on promulgating the Regulations on the operation of the Board of Directors and the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders;
- s) Other powers and obligations as provided by the Law on Enterprises, Law on Securities, other applicable law, and the Company's Charter.

3. The Board of Directors must report the performance of the Board of Directors to the General Meeting of Shareholders as provided in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities.



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

1. The Company has the right to pay remuneration and bonuses to Board of Directors members based on business results and efficiency.
2. Board of Directors members shall receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of workdays required to complete Board of Directors member duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member by consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. Remuneration for each Board of Directors member shall be included in the Company's business expenses as prescribed by corporate income tax legislation.
4. Board of Directors members holding executive positions, or serving on Board of Directors committees or performing other duties outside the normal scope of a Board of Directors member's responsibilities, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.
5. Board of Directors members are entitled to reimbursement of all travel, accommodation, and other reasonable expenses they have incurred when fulfilling their Board of Directors responsibilities, including costs incurred in attending General Meetings of Shareholders, Board of Directors meetings, or Board of Directors committee meetings.
6. Board of Directors members may have liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover liability of Board of Directors members related to violations of law and the Company's Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not concurrently serve as General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop the program and work plan of the Board of Directors;
  - b) Prepare the agenda, content, and materials for meetings; convene, preside over, and chair Board of Directors meetings;
  - c) Organize the passing of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) Chair the General Meeting of Shareholders;
  - f) Other rights and obligations as provided by the Law on Enterprises and the Company's Charter.
4. If the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal/removal.
5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the Chairman's rights and obligations in accordance with the principles provided in the Company's Charter. If 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 center or compulsory education center, has fled the place of residence, has restricted or lost civil legal capacity, has difficulty in cognition or behavior control, or is prohibited by a Court from holding a position or practicing a profession or doing certain work, the remaining members shall elect one among them to serve as Chairman of the Board of Directors by majority vote of the remaining members until a new decision is made by the Board of Directors.

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

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 end of the Board of Directors election. This meeting shall be convened and presided over by the member with the highest number or highest ratio of votes. If two or more members have the same highest number or ratio of votes, those members shall elect by majority vote one among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:

- a) Upon request from the Supervisory Board or independent Board of Directors member;
- b) Upon request from the General Director or at least 05 other managers;
- c) Upon request from at least 02 Board of Directors members.

4. The request specified in Clause 3 of this Article must be in writing, clearly stating the purpose, matters to be deliberated, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a Board of Directors meeting within 07 working days from receipt of the request specified in Clause 3 of this Article. Failure to convene a Board of Directors meeting upon request shall render the Chairman of the Board of Directors liable for any resulting losses to the Company; the requesting party has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the meeting notice at least three (03) working days before the meeting. The meeting notice must specify the time and venue of the meeting, agenda, matters to be deliberated and decided. The meeting notice must be accompanied by documents to be used at the meeting and the member's ballot.

Board of Directors meeting notices may be sent by written invitation, telephone, fax, electronic means, or other methods as provided in the Company's Charter, ensuring delivery to each Board of Directors member's registered contact address at the Company.

7. The Chairman of the Board of Directors or the convening person shall send the meeting notice and accompanying materials to Supervisory Board members in the same manner as to Board of Directors members.

Supervisory Board members have the right to attend Board of Directors meetings; they may deliberate but not vote.

8. A Board of Directors meeting may be conducted when three-quarters (3/4) or more of total members are present. If the meeting convened pursuant to this Clause does not have a sufficient number of attending members, it shall be reconvened within seven (07) days from



the originally scheduled date. In such case, the meeting may be conducted if more than half of the Board of Directors members are present.

9. A Board of Directors member shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as provided in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic ballot, or other electronic means;
- d) Sending a ballot to the meeting by mail, fax, or email.

10. In case a ballot is sent to the meeting by mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings in full. A member may authorize another person to attend and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of attending members; in the event of an equal vote, the final decision shall rest with the Chairman of the Board of Directors.

#### **Article 31. Committees under the Board of Directors**

1. The Board of Directors may establish committees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of committee members shall be decided by the Board of Directors with a minimum of three (03) persons, including Board of Directors members and outside members. Independent Board of Directors members and non-executive Board of Directors members should constitute the majority of committee members, and one of these members shall be appointed as Committee Head by the Board of Directors. Committee activities must comply with the Board of Directors' regulations. Committee resolutions are only effective when approved by a majority of attending and voting members at a committee meeting.

2. The implementation of decisions of the Board of Directors or its committees must comply with applicable legal regulations and provisions of the Company's Charter and Internal Corporate Governance Regulations.

#### **Article 32. Corporate governance officer**

1. The Company's Board of Directors must appoint at least 01 corporate governance officer to support corporate governance at the enterprise. The corporate governance officer may concurrently serve as Company Secretary as provided in Clause 5, Article 156 of the Law on Enterprises.

2. The corporate governance officer may not simultaneously work for the approved audit organization currently performing audits of the Company's financial statements.

3. The corporate governance officer has the following rights and obligations:

- a) Advise the Board of Directors on organizing General Meetings of Shareholders in compliance with regulations and related matters between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as required by the Board of Directors or Supervisory Board;
- c) Advise on meeting procedures;

- d) Attend meetings;
- e) Advise on procedures for preparing Board of Directors resolutions in compliance with applicable law;
- f) Provide financial information, copies of Board of Directors meeting minutes, and other information to Board of Directors and Supervisory Board members;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Serve as the focal point for communication with stakeholders;
- i) Maintain confidentiality of information in accordance with applicable law and the Company's Charter;
- k) Other rights and obligations as provided by law and the Company's Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Management structure**

The Company's management system must ensure that management is accountable to and under the supervision and direction of the Board of Directors in the Company's day-to-day business activities. The Company has a General Director, Deputy General Directors, Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

### **Article 34. Company executives**

1. The Company's executives include the General Director, Deputy General Directors, and Chief Accountant.
2. Upon recommendation of the General Director and with approval of the Board of Directors, the Company may recruit other executives with the appropriate number and qualifications in accordance with the Company's management structure and regulations as determined by the Board of Directors. The Company's executive officers must bear responsibility to support the Company in achieving its stated operational and organizational objectives.
3. The General Director shall receive a salary and bonus. The General Director's salary and bonus shall be decided by the Board of Directors.
4. The salary of executive officers shall be included in the Company's business expenses as prescribed by corporate income tax legislation.

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

1. The Board of Directors shall appoint 01 Board of Directors member or hire another person as General Director.
2. The General Director is the person who manages the day-to-day business activities of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.
3. The General Director's term of office shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as provided by applicable law and the Company's Charter.
4. The General Director has the following rights and obligations:
  - a) Decide on matters relating to the Company's day-to-day business activities that do not fall within 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) Recommend the organizational structure and internal management regulations of the Company;
- e) Appoint, dismiss, and remove management positions in the Company, except for positions falling within the authority of the Board of Directors;
- f) Decide on the salary and other benefits for employees in the Company, including managers within the General Director's appointment authority;
- g) Recruit employees;
- h) Recommend dividend payment plans or handling of business losses;
- i) Other rights and obligations as provided by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of Board of Directors members with voting rights attending the meeting approve, and appoint a new General Director as replacement.

#### **Article 36. Internal Control and Risk Management Department under the Board of General Directors**

1. The Internal Control Department is responsible for compliance control in the following matters:

- a) Inspect and monitor compliance with applicable laws, the Company's Charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, regulations, operational procedures, risk management procedures of the Company, relevant departments, and securities practitioners within the Company;
- b) Supervise the implementation of internal regulations, activities with potential conflicts of interest within the Company, particularly regarding the Company's own business activities and personal transactions of Company employees; supervise the execution of responsibilities by Company staff and the execution of responsibilities by partners for delegated activities;
- c) Inspect the content and supervise the implementation of professional ethics rules;
- d) Supervise the calculation and compliance with financial safety regulations;
- e) Segregation of client assets;
- f) Custody and safekeeping of client assets;
- g) Control compliance with anti-money laundering regulations;
- h) Other matters as assigned by the General Director.

2. Personnel requirements for the Internal Control Department:

- a) The Head of the Internal Control Department must have professional qualifications in law, accounting, or auditing; must have sufficient experience, reputation, and authority to effectively perform assigned duties;
- b) Must not be a related person of department heads, operational staff, General Director, Deputy General Directors, or branch personnel within the securities company;
- c) Must hold a Securities Practitioner Certificate or a Certificate on Fundamentals of Securities and Securities Markets and a Certificate on Securities and Securities Market Law;

d) May not hold concurrent positions in the Company.

### 3. Risk Management Department:

The Risk Management Department has the function of providing advice and assistance to the Board of Directors and the Board of General Directors in identifying, managing, controlling, and preventing risks arising in the Company's business activities, ensuring compliance with applicable law.

Duties of the Risk Management Department:

- a) Report to the Board of Directors and General Director on the Company's compliance with legal regulations on risk management at the Company's departments and units;
- b) Review the regulations and procedures currently in place to ensure the prevention, limitation of consequences, and remediation of risks in accordance with applicable risk management regulations. Provide Reports and Recommendations to the Board of Directors and the Board of General Directors on amendments and supplements to regulations and procedures to meet risk management requirements;
- c) Participate in risk remediation when risks occur;
- d) Monitor market conditions, update policies and legal documents to promptly identify new potential risks and propose measures for prevention, limitation of consequences, and risk remediation at the Company;
- e) Propose regulations, procedures, and risk management measures when developing and implementing new products and services;
- f) Other functions in accordance with applicable law.

## IX. SUPERVISORY BOARD

### Article 37. Candidacy and nomination of Supervisory Board members

1. The candidacy and nomination of Supervisory Board members shall be conducted in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.
2. If the number of Supervisory Board candidates through nomination remains insufficient, the incumbent Supervisory Board may introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Corporate Governance Regulations, and Regulations on the operation of the Supervisory Board. The additional nomination of candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with applicable law.

### Article 38. Composition of the Supervisory Board

1. The number of Supervisory Board members of the Company shall be from three (03) to five (05) persons. The term of Supervisory Board members shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Supervisory Board members must meet the standards and conditions as provided in Article 169 of the Law on Enterprises and must not fall within the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an independent audit firm performing audits of the Company's financial statements in the three preceding years.
3. A Supervisory Board member shall be dismissed in the following cases:
  - a) No longer satisfying the standards and conditions for Supervisory Board membership as provided in Clause 2 of this Article;



- b) Submits a resignation and such resignation is accepted.
- 4. A Supervisory Board member shall be removed in the following cases:
  - a) Failing to complete assigned duties and tasks;
  - b) Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure events;
  - c) Repeated or serious violations of Supervisory Board member obligations as provided in the Law on Enterprises and the Company's Charter;
  - d) Other cases as resolved by the General Meeting of Shareholders.

#### **Article 39. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal shall be by majority vote. More than half of the Supervisory Board members must be permanently resident in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following specializations: economics, finance, accounting, auditing, law, business administration, or a related specialization relevant to the enterprise's business operations.

2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene Supervisory Board meetings;
- b) Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 40. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as provided in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. Propose and recommend to the General Meeting of Shareholders to approve the list of approved audit organizations to perform audits of the Company's financial statements; decide on the approved audit organization to conduct the Company's inspection; dismiss approved auditors when deemed necessary.
- 2. Bear responsibility to shareholders for its supervisory activities.
- 3. Monitor the Company's financial situation and compliance with applicable law in the activities of Board of Directors members, the General Director, and other managers.
- 4. Ensure coordination of activities with the Board of Directors, General Director, and shareholders.
- 5. Upon discovering violations of applicable law or the Company's Charter by Board of Directors members, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requiring the violator to cease the violation and implement remediation measures.
- 6. Develop the Regulations on the operation of the Supervisory Board and submit for approval by the General Meeting of Shareholders.
- 7. Report at the General Meeting of Shareholders as provided in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities.

8. Have the right to access records and documents of the Company kept at the head office, branches, and other locations; have the right to visit the workplace of managers and employees of the Company during working hours.
9. Have the right to request the Board of Directors, Board of Directors members, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.
10. Other rights and obligations as provided by law and this Charter.

#### **Article 41. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least 02 times per year, with at least 2/3 of the total Supervisory Board members in attendance. Minutes of Supervisory Board meetings must be prepared in detail and clearly. The minute-taker and attending Supervisory Board members must sign the meeting minutes. Supervisory Board meeting minutes must be kept to establish the responsibilities of each Supervisory Board member.
2. The Supervisory Board has the right to request Board of Directors members, the General Director, and representatives of the approved audit organization to attend and respond to matters requiring clarification.

#### **Article 42. Salary, remuneration, bonuses and other benefits of Supervisory Board members**

Salary, remuneration, bonuses, and other benefits for Supervisory Board members shall be implemented in accordance with the following provisions:

1. Supervisory Board members shall receive salary, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board.
2. Supervisory Board members shall be reimbursed for reasonable accommodation, travel, and independent advisory service expenses. The total remuneration and such costs shall not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses as prescribed by corporate income tax legislation and other relevant legal regulations.

### **X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Board of Directors members, Supervisory Board members, the General Director, and other executives shall perform their duties, including duties as members of Board of Directors committees, honestly, carefully, and in the best interests of the Company.

#### **Article 43. Fiduciary duties and avoidance of conflicts of interest**

1. Board of Directors members, Supervisory Board members, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and other relevant legal documents.
2. Board of Directors members, Supervisory Board members, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.





3. Board of Directors members, Supervisory Board members, the General Director, and other managers must notify in writing the Board of Directors and Supervisory Board of transactions between the Company, its subsidiaries, or other companies controlled by the public company with more than 50% of charter capital, with themselves or their related persons as provided by applicable law. For the above-mentioned transactions approved by the General Meeting of Shareholders or Board of Directors, the Company must disclose information about such resolutions in accordance with securities information disclosure regulations (if applicable).

4. Board of Directors members may not vote on transactions that benefit themselves or their related persons as provided by the Law on Enterprises and the Company's Charter.

5. Board of Directors members, Supervisory Board members, the General Director, other managers, and their related persons may not use or disclose to others inside information to conduct related transactions.

6. Transactions between the Company and one or more Board of Directors members, Supervisory Board members, the General Director, other executives, and individuals and organizations related to such persons shall not be void in the following cases:

a) For transactions with a value less than or equal to 20% of total assets recorded in the most recent financial statements, the material terms of the contract or transaction as well as the relationships and interests of Board of Directors members, Supervisory Board members, 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 Board of Directors members with no related interests;

b) For transactions with a value exceeding 20%, or transactions causing the cumulative transaction value within 12 months from the date of the first transaction to reach 20% or more of total assets recorded in the most recent financial statements, the material terms of such transaction as well as the relationships and interests of Board of Directors members, Supervisory Board members, the General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Article 44. Liability for damages and indemnification**

1. Board of Directors members, Supervisory Board members, the General Director, and other executives who violate their obligations, fiduciary duties, and fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify those who are, have been, or may become a party in any claims, lawsuits, or prosecutions (including civil, administrative proceedings, and proceedings not initiated by the Company) if such person is or was a Board of Directors member, Supervisory Board member, General Director, other executive, employee, or Company-authorized representative who has performed or is performing duties under the Company's authorization, acting honestly, carefully, and in the best interests of the Company in compliance with applicable law, and there is no evidence confirming that such person has violated their responsibilities.

3. Indemnification costs include court judgment costs, fines, and actually incurred payments (including attorney fees) when resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons to avoid the above indemnification liabilities.



## **XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

### **Article 45. Right to inspect books and records**

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

- a) Ordinary shareholders have the right to review, access, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate personal information; review, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders owning five percent (5%) or more of ordinary shares have the right to review, access, and extract Board of Directors meeting minutes and resolutions/decisions, semi-annual and annual financial reports, reports of the Supervisory Board, contracts and transactions subject to Board of Directors approval, and other documents, except documents relating to trade secrets and business secrets of the Company.
2. Where an authorized representative of shareholders and groups of shareholders requests to inspect books and records, they must attach a notarized authorization letter from the shareholders and group of shareholders they represent, or a notarized copy of such authorization letter.
3. Board of Directors members, Supervisory Board members, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records of the Company for purposes related to their positions, provided such information is kept confidential.
4. The Company must keep this Charter and its amendments and supplements, the Certificate of Enterprise Registration, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of General Meetings of Shareholders and Board of Directors meetings, reports of the Board of Directors, reports of the Supervisory Board, annual financial reports, accounting books, and other documents as required by applicable law at its head office or at another location, provided that shareholders and the Business Registration Authority are notified of the document storage location.
5. The Company's Charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 46. Employees and trade union**

1. The General Director must develop plans for approval by the Board of Directors on matters relating to recruitment, employee termination, salary, social insurance, welfare, rewards, and discipline of employees and executive officers.
2. The General Director must develop plans for approval by the Board of Directors on matters relating to the Company's relations with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies provided in this Charter, the Company's regulations, and applicable legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

1. The General Meeting of Shareholders shall annually decide on the dividend payment rate and form of dividend payment from the Company's retained profits.



2. The Company shall not pay interest on dividend amounts or amounts related to any class of shares.
3. The Board of Directors may recommend to the General Meeting of Shareholders to approve full or partial payment of dividends in shares, and the Board of Directors is the implementing authority for such decisions.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on bank account details provided by shareholders. If the Company has transferred funds in accordance with bank details provided by a shareholder but such shareholder has not received the funds, the Company shall not be liable for the amount already transferred to that shareholder. Payment of dividends on shares listed/registered for trading on the Stock Exchange may be made through securities companies 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 pass resolutions and decisions setting a specific date to establish the shareholder list. Based on that date, those registered as shareholders or holders of other securities shall be entitled to receive cash dividends or shares, and to receive notices or other documents.
6. Other matters relating to profit distribution shall be carried out in accordance with applicable legal regulations.

#### **XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

##### **Article 48. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign bank branches permitted to operate in Vietnam.
2. With prior approval of the competent authority and when necessary, the Company may open bank accounts abroad in accordance with applicable legal regulations.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where accounts are held.

##### **Article 49. Financial year**

The Company's financial year begins on January 1 of each year and ends on December 31 of each year. The first financial year begins on the date of issuance of the Certificate of Enterprise Registration and ends on December 31 of that year.

##### **Article 50. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specialized accounting regime issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records as required by accounting legislation and related laws. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. If the Company's main business transactions are primarily denominated in a specific foreign currency, it may elect to use that foreign currency as the accounting currency, bear responsibility for such election before the law, and notify the directly managing tax authority.

## **XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE OBLIGATIONS**

### **Article 51. 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 applicable law. The Company shall publish the audited annual financial statements in accordance with securities market information disclosure laws and submit them to the competent state authorities.
2. Annual financial statements must include all reports, appendices, and notes as required by enterprise accounting legislation. Annual financial statements must faithfully and objectively reflect the Company's operating situation.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with securities market information disclosure laws and submit them to the competent state authorities.

### **Article 52. Annual report**

The Company must prepare and publish Annual Reports in accordance with the regulations of the law on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these to audit the Company's financial statements for the following financial year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements may attend General Meetings of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 54. Company seal**

1. Seals include seals produced at engraving establishments or seals in the form of digital signatures as provided by electronic transaction legislation.
2. The Board of Directors shall decide on the type, number, form, and content of seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and General Director shall use and manage seals in accordance with applicable legal regulations.

## **XVIII. EXTENSION OF OPERATING TERM, REORGANIZATION, DISSOLUTION AND BANKRUPTCY OF THE COMPANY**

### **Article 55. Dissolution of the Company**

1. The Company shall be dissolved or cease operations in the following cases:
  - a) The operating term provided in this Charter expires without applying for or obtaining approval for extension from the competent state authority;



- b) The General Meeting of Shareholders resolves to dissolve the Company before its operating term expires. In cases where the Company is dissolved before the operating term expires, it must obtain approval from the SSC;
  - c) The Company no longer has the minimum number of shareholders for a continuous period of six (06) months as required by the Law on Enterprises;
  - d) The SSC revokes the Establishment and Operating License or the Court declares dissolution.
2. The Company may only be dissolved when it ensures full payment of all debts and other property obligations. In the event of insolvency, the Company must carry out dissolution in accordance with bankruptcy legislation and implementing regulations.
3. The Board of Directors shall establish a Liquidation Committee to resolve the Company's assets at the time of dissolution. All matters arising during the dissolution process shall be resolved by the Liquidation Committee, which shall bear responsibility for its decisions before the Board of Directors and the law.

#### **Article 56. Extension of operating term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (7) months before the expiration of the operating term so that shareholders may vote on the extension of the Company's operating term as proposed by the Board of Directors.
2. The extension of the operating term shall take effect when approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the General Meeting of Shareholders.

#### **Article 57. Liquidation**

1. At least six (06) months before the expiration of the Company's operating term or after a resolution to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee comprising three (03) members, of whom two (02) are designated by the General Meeting of Shareholders and one (01) is designated by the Board of Directors. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs relating to liquidation shall be paid by the Company on a priority basis before other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and commencement of activities. From that point, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before Courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
- a) Liquidation costs;
  - b) Wage debts, severance allowances, social insurance, and other employee benefits as provided in collective labor agreements and signed labor contracts;
  - c) Tax debts;
  - d) Other debts of the Company;
  - e) The remainder after full payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall have priority in payment.

#### **Article 58. Reorganization of the Company**

The Company shall carry out consolidation, merger, or conversion after obtaining approval from the SSC.

The procedures and processes for consolidation, merger, and conversion shall be implemented in accordance with the Law on Enterprises, Law on Securities, and related applicable law.

#### **Article 59. Bankruptcy**

Bankruptcy of the Company shall be carried out in accordance with bankruptcy legislation applicable to enterprises operating in the financial and banking sector.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 60. Internal dispute resolution**

1. In the event of disputes or complaints relating to the Company's activities, and the rights and obligations of shareholders as provided in the Law on Enterprises, the Company's Charter, other applicable legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;

The relevant parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over dispute resolution and require each party to present relevant information within 60 working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to serve as a mediator in the dispute resolution process.

2. If a mediated resolution is not reached within six (06) weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to Arbitration or the Court.

3. The parties shall each bear their own costs related to the negotiation and mediation procedures. Court costs shall be paid as ordered by the Court.

### **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

#### **Article 61. Company Charter**

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

2. In cases where applicable law relating to the Company's activities has not been addressed in this Charter, or where new legal provisions differ from provisions in this Charter, such provisions shall be applied to govern the Company's activities.

### **XXI. EFFECTIVE DATE**

#### **Article 62. Effective date**

1. This Charter comprises 21 sections and 62 articles, unanimously approved by the General Meeting of Shareholders of SBS Securities Joint Stock Company on June 08, 2026, and with the full text of this Charter jointly accepted as effective.

2. This Charter is prepared in 04 (four) copies, each having equal validity, and shall 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 the Company's Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or the Company's legal representative, or at least 1/2 of the total Board of Directors members.

**LEGAL REPRESENTATIVE**



**DUONG MANH HUNG**

