

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**DRAFT**

**CHARTER**

**SMARTINVEST SECURITIES**  
**JOINT STOCK COMPANY**

Hanoi, day ..... month ..... year 2026

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## **PREAMBLE**

This Charter is adopted pursuant to Resolution No. .../AAS/NQ-GMS dated ..... 2026 of the General Meeting of Shareholders and replaces the Company Charter issued on June 12, 2023.

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

#### **Article 1. Interpretation of terms**

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

- a. “Charter Capital” means the total par value of shares already sold or registered for subscription upon the establishment of the Company and as provided in Article 6 of this Charter;
- b. “Voting capital” means the share capital under which the owner has voting rights on matters falling within the competence 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, as amended and supplemented from time to time;
- 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, as amended and supplemented from time to time;
- e. “Vietnam” means the Socialist Republic of Vietnam;
- f. “Date of Establishment” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
- g. “Executive Officers” means the Chief Executive Officer, Deputy Chief Executive Officers, and Chief Accountant;
- h. “Managers” means company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, Deputy Chief Executive Officers and the Chief Accountant;
- i. “Related Persons” means the individuals and organizations specified in Clause 46 Article 4 of the Law on Securities;
- j. “Shareholders” means individuals or organizations owning at least one share of a joint stock company;
- k. “Founding Shareholders” means shareholders owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;
- l. “Major Shareholders” means shareholders as prescribed in Clause 18 Article 4 of the Law on Securities;
- m. “Duration of Operation” means the duration of operation of the Company specified in Article 2 of this Charter and any extension period approved by the General Meeting of Shareholders;
- n. “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.

2. References in this Charter to any provision or document shall include any amendment, supplement or replacement thereof.

3. The headings of Chapters and Articles in this Charter are inserted for convenience only and shall not affect the interpretation of this Charter.

## **II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, legal form, head office, branches, representative offices, business locations and duration of operation of the Company**

1. Company name:

- Vietnamese name: CÔNG TY CỔ PHẦN CHỨNG KHOÁN SMARTINVEST
- English name: SMART INVEST SECURITIES JOINT STOCK COMPANY
- Abbreviated name: SMARTSC

2. SmartInvest Securities Joint Stock Company is a joint stock company having legal entity status in accordance with the applicable laws of Vietnam.

The Company was established and operates under Securities Business Operation License No. 38/UBCK-GPHĐKD issued by the State Securities Commission on November 26, 2006 and Enterprise Registration Certificate No. 0102111132 issued by the Hanoi Department of Planning and Investment on December 13, 2006.

3. Registered head office of the Company:

- Address: No. 220+222+224 Nguyen Luong Bang Street, Dong Da Ward, Hanoi City.
- Telephone: 024.35739769
- Fax: 024.35739779
- Website: <https://aas.com.vn/>

4. The Company may establish branches and representative offices within its business areas in order to realize the Company's operational objectives in accordance with resolutions of the Board of Directors and within the limits permitted by law.

The Company's operating network includes the head office, branches, transaction offices and representative offices established in accordance with applicable law and this Charter.

5. Unless the Company is terminated prior to schedule in accordance with Article 55 or its duration is extended in accordance with Article 56 of this Charter, the Company's duration of operation shall be indefinite from the Date of Establishment.

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

1. The Company has one legal representative. The Chairman of the Board of Directors shall be the legal representative of the Company. The Chairman of the Board of Directors is the fully authorized representative of the Company before third parties and shall not be restricted in any transaction or field, except for matters falling within the authority of the General Meeting of Shareholders or the Board of Directors.

2. The legal representative of the Company is the individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions; represents the Company as requester for the settlement of civil matters, plaintiff, defendant or person with related rights and obligations before arbitration and courts; and exercises other rights and performs other obligations in accordance with law.

3. The legal representative of the Company shall have the following responsibilities:

- To exercise the assigned rights and perform the assigned obligations honestly, prudently and to the best of his/her ability in order to ensure the lawful interests of the Company;
- To be loyal to the interests of the Company; not to abuse his/her position or office and not to use information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of another organization or individual;
- To promptly, fully and accurately notify the Company of enterprises of which he/she or his/her related persons is the owner or in which he/she or such related persons holds shares or contributed capital.

4. The legal representative of the Company shall bear personal liability for any damage caused to the Company due to a breach of the responsibilities set out in Clause 3 of this Article.

5. The legal representative must reside in Vietnam. If the legal representative exits Vietnam, he/she must authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In such case, the legal representative shall remain responsible for the performance of the rights and obligations so authorized.

6. Upon the expiry of the authorization period specified in Clause 5 of this Article, if the legal representative has not returned to Vietnam and has not granted another authorization, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative until the legal representative returns to work at the Company or until the Board of Directors appoints another person as the legal representative of the Company.

7. If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and perform the obligations of the legal representative of the Company, or if he/she dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving an imprisonment sentence, is subject to compulsory administrative measures, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding a position, practicing a profession or performing certain work, the Board of Directors shall appoint another person as the legal representative of the Company.

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

#### **Article 4. Operational objectives of the Company**

1. The business lines of the Company are as follows:

- a. Securities brokerage;
- b. Securities proprietary trading;
- c. Securities underwriting;
- d. Securities investment advisory;
- e. Other activities as prescribed by law.

The Company may only conduct the above business operations after obtaining approval from the State Securities Commission to conduct such operations as stated in the Company's Establishment and Operation License.

In addition to the securities business operations specified in Clause 1 of this Article, the Company may provide securities depository services, financial advisory services, entrusted management of

investors' securities trading accounts, and other financial services as prescribed by the Ministry of Finance.

The Company may also engage in the following activities where permitted by law and approved by the State Securities Commission: provision of financial services and other securities-related services, offering of financial products, trading in derivatives securities, provision of clearing and settlement services for derivatives transactions, and other related activities.

2. The operational objectives of the Company are to efficiently utilize capital mobilized from shareholders and domestic and foreign organizations for investment and business development activities; to continuously improve management and corporate governance for the purpose of maximizing profits; to create employment for employees; to enhance the interests of shareholders; to contribute to the State budget; and to develop the Company in compliance with the laws of the State.

#### **Article 5. Scope of business activities and operating principles of the Company Business scope**

1. The Company is permitted to conduct business activities in respect of all business lines within the scope of operations of a securities company, and to carry out other activities and provide other services that a securities company is permitted to conduct in accordance with applicable laws and this Charter.

#### 2. Operating principles

##### a) Principles on corporate governance and management

- The Company must comply with the Law on Securities, the Law on Enterprises, the Company Charter and other relevant legal regulations on corporate governance;
- The Company must clearly allocate responsibilities among the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors and the Board of Management in accordance with the Law on Securities, the Law on Enterprises and relevant laws;
- The Company must establish an information and communication system with shareholders and members to ensure adequate information provision and fair treatment among shareholders and among members, and to ensure the lawful rights and interests of shareholders and members;
- The Company must establish an internal control, risk management and supervision system in order to prevent conflicts of interest within the Company and in transactions with related persons;
- The Company must ensure that employees working in business departments possess the securities practicing certificates appropriate to the services performed in accordance with securities laws.

##### b) Principles governing professional operations

When conducting professional operations, the Company shall ensure the following principles:

- The Company must issue operational procedures for each business line;
- The Company must issue professional ethics rules;
- The Company and its employees may not make investments on behalf of clients, except for entrusted management of securities trading accounts of individual investors in accordance with law;

- The Company must act honestly toward clients, may not infringe clients' assets or other lawful rights and interests, and must segregate the assets of each client from the assets of the Company;
- The Company must enter into contracts with clients when providing services and must provide clients with full and truthful information;
- Unless otherwise provided by law, when providing services to clients the Company may not directly or indirectly decide securities investments on behalf of clients, agree to share profits or losses with clients, make misleading comparative advertising, induce clients by false information, provide fraudulent or misleading information, or engage in other acts contrary to law;
- The Company shall comply with accounting, auditing, statistical and financial obligations as prescribed by law;
- The Company shall disclose information and make reports in a timely, full and accurate manner as prescribed by law;
- The Company shall build information technology systems and backup databases to ensure safe and continuous operations;
- The Company shall conduct securities transaction monitoring in accordance with regulations of the Minister of Finance;
- The Company shall establish a specialized department responsible for communication with clients and for handling clients' inquiries and complaints;
- The Company shall perform other obligations under securities laws and relevant laws.

#### **IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

##### **Article 6. Charter capital, shares and founding shareholders**

1. The charter capital of the Company is VND 2,299,995,210,000 (Two trillion two hundred ninety-nine billion nine hundred ninety-five million two hundred ten thousand Vietnamese dong).

The total charter capital is divided into 229,999,521 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with law.

3. All shares of the Company upon adoption of this Charter are ordinary shares. The rights and obligations of holders of each class of shares are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in compliance with applicable law.

5. Ordinary shares must first be offered to existing shareholders in proportion to their current ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. Unsubscribed shares shall be decided by the Board of Directors, which may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in the manner provided in this Charter and by current law.

7. The Company may issue other securities in accordance with law.

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

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own, unless the Company's shares have been registered for trading or listed on a stock exchange.

2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the charter capital of the issuing organization. Share certificates must contain all items prescribed in Clause 1 Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within the issuance timeline from the date of full payment for shares under the approved share offering plan, the owner of such shares shall be issued a share certificate. The holder shall not bear the printing cost of such certificate. This provision shall not apply where the Company's shares have been registered for trading or listed on a stock exchange.

4. Unless the Company's shares have been registered for trading or listed on a stock exchange, where share certificates are lost, damaged or otherwise destroyed, the shareholder may request the Company to re-issue them. Such request must include information regarding the lost, damaged or destroyed certificate and an undertaking to bear responsibility for any disputes arising from the re-issuance of the new certificate.

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

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

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

1. All shares may be freely transferred unless otherwise provided in this Charter or by law. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares not yet paid in full may not be transferred and shall not enjoy related rights such as dividends, bonus shares issued from equity, rights to purchase newly offered shares and other rights under law.

#### **Article 10. Offering of financial products**

1. Subject to law and approval from the State Securities Commission, the Company may offer financial products (including covered warrants) and carry out all operations related to covered warrants and/or other financial products offered by the Company after obtaining approval from the competent state authority in accordance with law.

2. Holders of financial products shall have the rights and obligations prescribed by law and by the prospectus issued by the Company for the offering of such financial products.

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

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

The organizational structure, governance and control of the Company shall comprise:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. Chief Executive Officer and other executives.

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

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

1. Ordinary shareholders have the right to:

- a) To attend and speak at the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives or by other methods as prescribed by the Charter and applicable laws. Each ordinary share shall carry one vote;
- b) To receive dividends at a level as decided by the General Meeting of Shareholders;
- c) To be given pre-emptive rights to purchase newly issued shares in proportion to their ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, except in the cases specified in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- e) To examine, look up and extract information on names and contact addresses in the list of shareholders having voting rights; to request correction of inaccurate information relating to themselves;
- f) To examine, look up, extract or copy the Company's Charter, minutes of meetings and resolutions of the General Meeting of Shareholders;
- g) In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) To request the Company to repurchase their shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class shall confer equal rights, obligations and interests on its holder. Where the Company has preference shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To access fully periodic and extraordinary information disclosed by the Company in accordance with law;
- k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

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

2. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) To examine, look up and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to trade secrets and business secrets of the Company;

c) To request the Board of Supervisors to inspect each specific matter relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include the following contents: full name, contact address, nationality and legal papers of individual shareholders; name, enterprise code or legal papers and head office address of institutional shareholders; number of shares and date of registration of shares of each shareholder, total number of shares held by the group of shareholders and ownership ratio in the total shares of the Company; matters to be inspected and purposes of inspection;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days prior to the opening date. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed matters to be included in the agenda;

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

3. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. Such nomination shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall be entitled to nominate one or more candidates as decided by the General Meeting of Shareholders. Where the number of nominated candidates is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

4. A shareholder or a group of shareholders holding at least 1% of the total ordinary shares shall have the right, in their own name or on behalf of the Company, to initiate a lawsuit against members of the Board of Directors or the General Director to request return of benefits or compensation for damages to the Company or others in the following cases:

a) Breach of obligations of company managers as prescribed in Article 165 of the Law on Enterprises;

- b) Failure to perform, improper performance, incomplete performance, untimely performance, or performance in breach of law, the Company's Charter, or resolutions and decisions of the Board of Directors with respect to assigned rights and obligations;
- c) Abuse of position and power, and use of information, know-how, business opportunities or other assets of the Company for personal gain or for the benefit of other organizations or individuals;
- d) Other cases as prescribed by law.

5. Shareholders or groups of shareholders specified in Clause 4 of this Article shall have the right to examine, look up and extract necessary information as decided by the Court or Arbitration before or during the initiation of the lawsuit.

6. Shareholders or groups of shareholders specified in Clause 2 of this Article shall have the right to request the convening of a General Meeting of Shareholders in the following cases:

- a) The Board of Directors commits serious violations of shareholders' rights, obligations of managers, or makes decisions beyond its authority;
- b) The term of the Board of Directors has exceeded 06 months without a replacement Board being elected;
- c) Other cases as prescribed by this Charter.

7. A request for convening a General Meeting of Shareholders as specified in Clause 6 must be made in writing and include the following contents: full name, contact address, nationality and legal papers of individual shareholders; name, enterprise code or legal papers and head office address of institutional shareholders; number of shares and date of registration of shares of each shareholder, total number of shares held by the group of shareholders and ownership ratio in the total shares of the Company; grounds and reasons for the request. The request must be accompanied by documents and evidence of violations by the Board of Directors, the severity of such violations, or decisions made beyond its authority. Shareholders or groups of shareholders shall bear full responsibility before the law for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of a General Meeting of Shareholders.

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

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares subscribed for.
2. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with the Company's Charter and internal management regulations of the Company.

4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, copy or transmit such information to any other organization or individual.

6. A shareholder holding 10% or more of the charter capital of the Company and its related persons must not own more than 5% of the charter capital of another securities company.

7. A shareholder holding 10% or more of the charter capital must not abuse its advantageous position to prejudice the rights and interests of the Company and other shareholders.

8. To attend the General Meeting of Shareholders and exercise voting rights through the following methods:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting or other electronic forms;
- d) Sending voting ballots to the meeting by mail, fax or email.

9. A shareholder holding 10% or more of the charter capital must fully notify the Company within 24 hours from receipt of information in the following cases:

- a) Shares being frozen, pledged or subject to enforcement pursuant to a court decision;
- b) In case the shareholder is an organization, any decision on change of name, division, separation, dissolution or bankruptcy.

10. To provide an accurate address when subscribing for shares; to promptly update information upon any change of permanent residence or contact address and notify the Company for updating in the shareholders' register. The Company shall not be responsible for failure to contact shareholders due to their failure to notify changes of address.

11. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:

- a) Violating the law;
- b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c) Paying debts not yet due in the presence of financial risks to the Company.

12. To fulfill other obligations as prescribed by applicable laws.

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

1. The General Meeting of Shareholders consists of all shareholders having voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once each year within four (04) months from the end of the fiscal year.

The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of a General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and by this Charter, in particular approving the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved audit organization shall be 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 considers it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in this Charter;

c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons for and purposes of the meeting, and bear all signatures of the relevant shareholders, or the written request may be made in multiple counterparts with sufficient signatures of the relevant shareholders attached thereto;

d) Upon request of the Supervisory Board;

đ) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls to the level specified at Point b, Clause 3 of this Article, or from the date of receipt of the request specified at Points c and d, Clause 3 of this Article;

b) Where the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board

shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) Where the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article shall have the right, on behalf of the Company, to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

d) In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening the meeting, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses;

e) The procedures for organizing the General Meeting of Shareholders shall comply with 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 shall have the following rights and obligations:

- a) To approve the development orientations of the Company;
- b) To decide the class of shares and the total number of shares of each class authorized to be offered for sale; to decide the annual dividend level of each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and the Board of Supervisors;
- d) To decide on investment projects or the sale of assets having a value equal to or exceeding 35% of the total asset value recorded in the most recent quarterly financial statements of the Company;
- e) To decide on amendments and supplements to the Charter;
- f) To approve annual financial statements;
- g) To decide on repurchase by the Company of more than 10% of the total issued shares of each class;
- h) To examine and handle violations by members of the Board of Directors or Board of Supervisors causing damage to the Company and its shareholders;
- i) To decide on reorganization or dissolution of the Company;
- j) To decide the budget or total remuneration, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- k) To approve the internal corporate governance regulations and operational regulations of the Board of Directors and Board of Supervisors;
- l) To approve the list of accepted audit firms and decide on the accepted audit firm to examine the Company's operations when necessary, and to dismiss an accepted auditor when deemed necessary;
- m) Other rights and obligations in accordance with law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) The audited annual financial statements;

- c) The report of the Board of Directors on corporate governance and on the performance of the Board of Directors and each member of the Board of Directors;
- d) The report of the Supervisory Board on the Company's business results and on the performance of the Board of Directors and the Director/General Director;
- đ) The self-assessment report on the performance of the Supervisory Board and each member of the Supervisory Board;
- e) The dividend level for each share of each class of shares;
- g) The number of members of the Board of Directors and of the Supervisory Board;
- h) The election, dismissal, and removal from office of members of the Board of Directors and members of the Supervisory Board;
- i) The decision on the budget or the total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
- k) The approval of the list of approved auditing firms; and the decision on the approved auditing firm to conduct inspections of the Company's activities where deemed necessary;
- l) Any addition to or amendment of the Company's Charter;
- m) The classes of shares and the number of new shares to be issued for each class of shares, and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
- n) The division, separation, consolidation, merger, or conversion of the Company;
- o) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- p) The decision on investment in or sale of assets with a value equal to or greater than thirty-five per cent (35%) of the total asset value recorded in the Company's latest quarterly financial statements;
- q) The decision on the repurchase of more than ten per cent (10%) of the total sold shares of each class;
- r) The Company's entry into contracts or transactions with the persons specified in Clause 1, Article 167 of the Law on Enterprises where the value of such contracts or transactions is equal to or greater than thirty-five per cent (35%) of the total asset value of the Company recorded in its latest financial statements; and contracts or transactions on borrowing, lending, or sale of assets with a value greater than ten per cent (10%) of the total asset value of the enterprise recorded in its latest financial statements between the Company and a shareholder holding fifty-one per cent (51%) or more of the total voting shares, or any related person of such shareholder;
- s) The approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- t) The approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

4. The General Meeting of Shareholders may assign, delegate, or authorize the Board of Directors or the Executive Board/Board of Management to implement and decide on matters falling within the authority of the General Meeting of Shareholders in accordance with this Charter and the relevant provisions of law. The matters so assigned or delegated must be specifically recorded in the resolutions and other equivalent documents.

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

1. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the laws on civil matters and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of authorization, scope of authorization, term of authorization, and signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In case of re-authorization, the attendee must additionally present the original power of attorney granted by the shareholder or the authorized representative of the institutional shareholder (if such document has not previously been registered with the Company).

3. Voting ballots of the authorized attendee within the scope of authorization shall remain valid even in any of the following cases, except where:

a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b) The authorizing person has revoked the appointment of authorization;

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

4. This Clause shall not apply in cases where the Company has received notice of one of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvened meeting.

#### **Article 17. Change of rights**

1. The amendment or cancellation of special rights attached to any class of preference shares shall be effective only if approved by shareholders representing at least 65% of the total voting votes of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders of the same class of preference shares attending the meeting and representing at least 75% of the total number of such preference shares, or by shareholders of the same class of preference shares representing at least 75% of the total number of such preference shares in the case of adopting such resolution by written opinions.

2. A meeting of shareholders holding a class of preference shares to approve changes to the aforesaid rights shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. Where the quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of such class (regardless of the number of attendees and the number of shares held) who attend in person or through authorized representatives shall be deemed sufficient to constitute a quorum. At such meetings, shareholders holding shares of the relevant class present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions set out in Articles 18, 19 and 20 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting 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) To prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the notice of invitation. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b) To prepare the agenda and contents of the meeting;

c) To prepare documents for the meeting;

d) To prepare draft resolutions of the General Meeting of Shareholders corresponding to the proposed agenda;

đ) To determine the time and venue of the meeting;

e) To notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) To perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their contact addresses, and shall simultaneously be disclosed on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of

shareholders entitled to attend the meeting at least 21 days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched).

The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where such documents are not enclosed with the notice of invitation, the notice must clearly state the link to access the full set of meeting documents for shareholders, including:

- a) The agenda and documents used at the meeting;
- b) The list and detailed information of candidates in case of election of members of the Board of Directors and the Board of Supervisors;
- c) Voting ballots;
- d) Draft resolutions for each matter in the meeting agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 2 Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed matters to be included in the agenda.

5. The person convening the General Meeting of Shareholders shall have the right to refuse the proposal specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed 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 prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; such proposal shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting votes.

2. In case the first meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total voting votes.

3. In case the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting votes of the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out procedures for registration of shareholders and must continue such registration until all shareholders entitled to attend the meeting have completed registration in the following order:

a) Upon registration, the Company shall issue to each shareholder or authorized representative having voting rights a voting card, which shall specify the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by way of approval, disapproval, or abstention. At the meeting, voting cards in favor of a resolution shall be collected first, followed by those against, and finally the total number of votes for and against shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervision of vote counting as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be obliged to suspend the meeting to allow latecomers to register, and the validity of matters already voted on shall not be affected.

2. The election of the Chairperson, the secretary and the vote-counting committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or may authorize another member of the Board of Directors to act as the Chairperson of a General Meeting of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairman, the remaining members of the Board of Directors shall elect one among them to act as the Chairperson on a majority basis. If no Chairperson is elected, the Head of the Board of Supervisors shall preside over the meeting for the General Meeting of Shareholders to elect the Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson;

b) Except for the case specified in point (a) of this Clause, the person signing the decision to convene the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect the Chairperson, and the person receiving the highest number of votes shall act as the Chairperson;

c) The Chairperson shall appoint one or more persons to act as secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocation for each matter included therein.

4. The Chairperson shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees, including:

a) Arranging seating at the meeting venue;

b) Ensuring safety for all persons present at the meeting venue;

c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to change the above measures and to apply all necessary measures, including issuing entry passes or applying other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by way of approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

6. Shareholders or authorized attendees arriving after the opening of the meeting may still register and shall have the right to participate and vote immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to comply with security checks or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel any persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders.

8. The Chairperson shall have the right to adjourn a General Meeting of Shareholders for which sufficient number of attendees has been registered for a period not exceeding 03 working days from the intended opening date, and may only adjourn or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

In case the Chairperson adjourns 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 adopted at such meeting shall remain valid and effective.

9. Where the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities. The Board of Directors shall have the authority to decide on and select the application of such modern technology for organizing the General Meeting of Shareholders.

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

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

- a) Classes of shares and the total number of shares of each class;
- b) Changes to business lines, trades and sectors;
- c) Changes to the organizational and management structure of the Company;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company;
- đ) Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and valid even where the order and procedures for convening the meeting and adopting such resolutions are in breach of the Law on Enterprises and the Company's Charter.

#### **Article 22. Authority and procedures for obtaining written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

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

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders where it deems necessary for the interests of the Company on any matters within the authority of the General Meeting of Shareholders, including the following matters:

- a) Amendments and supplements to this Charter;
- b) Development orientation of the Company;
- c) Classes of shares and total number of shares of each class;

d) Election, dismissal and removal of members of the Board of Directors and the Board of Supervisors;  
dd) Decisions on investment or sale of assets with a value of 35% or more of the total asset value as recorded in the most recent quarterly financial statements of the Company;

e) Approval of annual financial statements;

g) Reorganization or dissolution of the Company.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for such draft resolutions and send them to all shareholders having voting rights at least 10 days prior to the deadline for returning the ballots. Requirements and methods for sending opinion collection ballots and accompanying documents shall comply with Clause 3 Article 17 of this Charter.

3. The opinion collection ballot must contain the following principal contents:

a) Name, head office address, and enterprise code of the Company;

b) Purpose of opinion collection;

c) Full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal documents, and head office address of institutional shareholders; or full name, contact address, nationality and legal identification of the representative of an institutional shareholder; number of shares of each class and number of voting votes of the shareholder;

d) Matters to be voted on for decision;

dd) Voting options, including approval, disapproval and abstention for each matter;

e) Deadline for returning the completed opinion collection ballots to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed opinion collection ballots to the Company by mail, fax or email in accordance with the following provisions:

a) In case of sending by mail, the ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an institutional shareholder. The ballot must be placed in a sealed envelope and must not be opened prior to vote counting;

b) In case of sending by fax or email, the ballots must be kept confidential until the time of vote counting;

c) Ballots received after the deadline specified in the ballot, or opened in the case of mail, or disclosed in the case of fax or email, shall be invalid. Ballots not returned shall be deemed as not participating in voting.

5. The Board of Directors shall organize the vote counting and prepare minutes of vote counting under the supervision of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The minutes of vote counting must include the following principal contents:

a) Name, head office address, and enterprise code of the Company;

- b) Purpose and matters to be voted on for adoption of resolutions;
- c) Number of shareholders and total number of voting votes participating in voting, including the number of valid and invalid votes and the method of submission of ballots, together with an appendix listing participating shareholders;
- d) Total number of votes in favor, against and abstentions for each matter;
- dd) Matters approved and corresponding approval ratios;
- e) Full names and signatures of the Chairman of the Board of Directors, the vote counters and supervisors of vote counting.

Members of the Board of Directors, vote counters and supervisors of vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting and for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

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

7. Completed opinion collection ballots, minutes of vote counting, adopted resolutions and related documents must be archived at the head office of the Company.

8. A resolution adopted by way of collecting written opinions of shareholders shall be valid if approved by shareholders holding more than 50% of the total voting votes of all shareholders having voting rights and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. Meetings of the 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 and may also be prepared in a foreign language, and must contain the following principal contents:

- a) Name, head office address, and enterprise code of the Company;
- b) Time and venue of the meeting;
- c) Meeting agenda and contents;
- d) Full name of the Chairperson and secretary;
- dd) Summary of the meeting proceedings and opinions expressed on each matter;
- e) Number of shareholders and total number of voting votes of attending shareholders, together with an appendix listing registered shareholders and their representatives, number of shares and corresponding votes;
- g) Total number of votes for each matter, specifying voting method, valid and invalid votes, votes in favor, against and abstentions, and corresponding ratios;

- h) Matters approved and corresponding approval ratios;
  - i) Full names and signatures of the Chairperson and secretary. In case the Chairperson and secretary refuse to sign, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain all required contents; such refusal must be clearly stated in the minutes.
2. The minutes must be completed and approved before the closing of the meeting. The Chairperson, secretary and signatories shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
  3. Minutes in Vietnamese and foreign languages shall have equal legal validity. In case of discrepancies, the Vietnamese version shall prevail. The minutes must be sent to all shareholders within 15 days from the end of the meeting; such sending may be replaced by posting on the Company's website.
  4. Resolutions, minutes, the list of attending shareholders with signatures, powers of attorney, attached documents and materials accompanying the notice of invitation must be disclosed within 24 hours from the closing of the General Meeting of Shareholders and archived at the Company's head office.

#### **Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the minutes of vote counting of written opinion collection, a shareholder or group of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the resolution or part thereof in the following cases:

1. The order and procedures for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

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

#### **Article 25. Nomination and Candidacy for Members of the Board of Directors**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors.

Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;

d) Other managerial positions (including positions as member of the Board of Directors or Members' Council of other companies);

dd) Interests related to the Company and its related persons;

e) Other information (if any) as prescribed in the Company's Charter;

g) The Company shall be responsible for disclosing information on companies in which the candidate currently holds positions as a member of the Board of Directors, member of the Members' Council, other managerial positions, and related interests of such candidate in respect of the Company (if any).

2. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and this Charter.

3. In cases where the number of candidates for the Board of Directors nominated or self-nominated is still insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

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

4. The composition of the Board of Directors of the Company must ensure that there is at least one (01) non-executive member and one (01) independent member. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors.

5. A member of the Board of Directors shall cease to hold office in the cases where he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

6. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

7. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

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

1. The Board of Directors shall be the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:

- a) To decide on the Company's strategy, medium-term development plan and annual business plan;
- b) To propose classes of shares and the total number of shares of each class to be offered;
- c) To decide on the sale of unsold shares within the number of shares authorized to be offered of each class; and to decide on additional capital raising in other forms;
- d) To decide on the offering price of shares and bonds of the Company;
- dd) To decide on the repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- e) To decide on investment plans and projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve contracts for purchase, sale, borrowing and lending, and contracts and transactions within the scope of proprietary securities trading and other transactions with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company, except for those falling within the authority of the General Meeting of Shareholders as prescribed in point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;
- i) To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers as prescribed by the Company's Charter and internal regulations on corporate governance; to decide on salaries, remuneration, bonuses and other benefits of such persons; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on their remuneration and other benefits;
- k) To supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contribution or acquisition of shares in other enterprises;
- m) To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect shareholders' opinions to adopt resolutions;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;

o) To propose dividend rates; to decide on the time limit and procedures for dividend payment or handling of losses arising in business operations;

p) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;

q) To decide on the issuance of the Operating Regulations of the Board of Directors, the Regulation on electronic voting implementation attached to the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulation;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and its amendments and supplements.

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

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of each member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in committees of the Board of Directors or performing other duties beyond the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee for each occasion, salary, commission, percentage of profits or in another form as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses actually incurred in performing their responsibilities as members of the Board of Directors, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.

6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining approval from the General Meeting of Shareholders. Such insurance shall not include

coverage for liabilities of members of the Board of Directors relating to violations of law and the Company's Charter.

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

1. Chairperson of the Board of Directors shall be elected, removed from office and dismissed by the Board of Directors from among its members.

2. Chairperson of the Board of Directors may not concurrently hold the position of General Director.

3. Chairperson of the Board of Directors shall have the following rights and obligations:

a) To formulate the program and operational plan of the Board of Directors;

b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

dd) To chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter and/or as authorized by the Board of Directors.

4. The Chairperson of the Board of Directors shall have the rights and obligations of the legal representative of the Company in accordance with the Law on Enterprises and this Charter, including:

a) To represent the Company in exercising rights and performing obligations arising from the Company's transactions; to represent the Company before competent state authorities; to represent the Company in establishing and performing transactions of the Company in accordance with law; to represent the Company in signing contracts of the Company with individuals/organizations; and to act as the lawful representative of the account holder in respect of the Company's accounts opened at credit institutions;

b) To decide on investments and sale of assets; to decide on and sign/enter into contracts for purchase, sale, borrowing, lending, commercial, civil and financial contracts, pledge, mortgage, guarantee, secured transactions or indemnity, and other contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's latest quarterly financial statements; for contracts and transactions with a value equal to or greater than 35% of the total asset value of the Company, the Chairperson of the Board of Directors may sign/enter into them only after they have been approved or authorized by the Board of Directors/the General Meeting of Shareholders;

5. Where the Chairperson of the Board of Directors submits a resignation letter or is removed from office or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of such removal or dismissal.

6. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Directors. If there is no authorized person or the Chairperson of the Board

of Directors dies, is missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education institution, absconds from the place of residence, has restricted or lost civil act capacity, has difficulties in cognition or behavior control, or is banned by the Court from holding certain positions, practicing certain professions or doing certain work, the remaining members shall elect one of them to hold the position of Chairperson of the Board of Directors in accordance with the principle of majority approval by the remaining members until a new decision of the Board of Directors is made.

Notwithstanding the above, the Chairperson of the Board of Directors may authorize subordinates and/or other persons to perform one or more tasks within his/her authority.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member having the highest number of votes or the highest voting ratio. Where more than 01 member has the same highest number of votes or the same highest voting ratio, those members shall elect, on the basis of majority, one among them to convene the meeting of the Board of Directors.

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

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

a) At the request of the Board of Supervisors or an independent member of the Board of Directors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) Where the Chairperson of the Board of Directors deems it necessary to organize a meeting of the Board of Directors.

4. A request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request prescribed in Clause 3 of this Article. If the Chairperson fails to convene a meeting of the Board of Directors upon request, the Chairperson shall be liable for losses incurred by the Company; the requesting person shall have the right to replace the Chairperson in convening the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of invitation to the meeting no later than 03 working days before the meeting date. The notice of invitation must specify the time and venue of the meeting, agenda, matters for discussion and decision. The notice of invitation must be accompanied by documents to be used at the meeting and voting slips of members.

The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other method prescribed in the Company's Charter and must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the notice of invitation and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, to discuss, but not to vote.

8. A meeting of the Board of Directors shall be conducted when attended by at least 3/4 of the total number of members. If a meeting convened in accordance with this Clause does not have the required number of attending members, it shall be reconvened within 07 days from the intended date of the first meeting. In such case, the meeting shall be conducted if attended by more than one-half (1/2) of the number of members of the Board of Directors.

9. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

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

10. In case voting slips are sent to the meeting by mail, the voting slips must be enclosed in sealed envelopes and delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening of the meeting. Voting slips shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members; in case of an equal number of votes, the final decision shall belong to the side supported by the Chairperson of the Board of Directors.

### **Article 31. Sub-committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees in charge of development policy, personnel, remuneration, internal audit and risk management. The number of members of a committee shall be decided by the Board of Directors and must be at least 03 persons, including members of the Board of Directors and external members. The operation of the committees must comply with the regulations of the Board of Directors. A committee's resolution shall only be effective when approved by the majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors, or of committees under the Board of Directors, must comply with current laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to assist in corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with regulations and on matters related between the Company and shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) To advise on meeting procedures;

d) To attend meetings;

dd) To advise on procedures for formulation of resolutions of the Board of Directors in compliance with law;

e) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;

g) To supervise and report to the Board of Directors on the Company's information disclosure activities;

h) To act as the contact point with stakeholders;

i) To keep information confidential in accordance with law and the Company's Charter;

k) Other rights and obligations as prescribed by law and the Company's Charter.

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

### **Article 33. Organization of the management apparatus**

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

### **Article 34. Executives of the Company**

1. Executives of the Company include the General Director, Deputy General Directors and the Chief Accountant.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salaries of executives shall be accounted for as the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as General Director. The General Director may not concurrently hold the position of Chairperson of the Board of Directors.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before law for the exercise of the assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and he/she may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law and the Company's Charter.
4. The General Director shall have the following rights and obligations:
  - a) To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors;
  - b) To organize the implementation of resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the Company's business plan and investment plan;
  - d) To recommend the organizational structure plan and internal management regulations of the Company;
  - dd) To appoint, remove from office and dismiss managerial positions in the Company, except for positions falling within the authority of the Board of Directors;
  - e) To decide on salaries and other benefits for employees of the Company, including managers falling within the General Director's appointment authority;
  - g) To recruit employees;
  - h) To recommend plans for dividend payment or handling of business losses;

i) Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of the Board of Directors.

The General Director must satisfy the following standards:

a) Not falling into the case of being examined for penal liability, serving an imprisonment sentence or being prohibited from practicing securities activities in accordance with law;

b) Having at least 02 years of working experience in professional divisions of organizations in finance, securities, banking or insurance, or in finance, accounting or investment divisions of other enterprises;

c) Holding a practicing certificate in financial analysis or a fund management practicing certificate;

d) Not having been administratively sanctioned in the field of securities and the securities market within the latest 06 months up to the time of dossier submission;

e) The General Director may not concurrently work for a securities company, fund management company or another enterprise; the General Director of the Company may not be a member of the Board of Directors or a member of the Members' Council of another securities company;

g) The General Director may not be a related person of the enterprise's manager, Supervisors of the Company and its parent company, the representative of state capital, or the representative of enterprise capital in the Company and its parent company in accordance with Point d Clause 46 Article 4 of the Law on Securities.

6. The Board of Directors may remove the General Director from office when the majority of voting members of the Board of Directors attending the meeting approve, and appoint a new General Director in replacement.

### **Article 35. Internal control department**

1. The Company must establish an internal control department under the Board of General Directors. The internal control department shall be responsible for compliance control within the Company, including:

a) Examining and supervising compliance with legal regulations, the Company's Charter, decisions of the General Meeting of Shareholders, decisions of the Board of Directors, internal regulations, professional procedures, risk management procedures of the Company, related departments and securities practitioners in the Company;

b) Supervising implementation of internal regulations and activities potentially involving conflicts of interest within the Company, especially the Company's own business activities and personal transactions of the Company's employees; supervising the performance of responsibilities of officers and employees within the Company, and of partners in respect of delegated activities;

c) Examining contents and supervising implementation of rules on professional ethics;

d) Supervising calculation and compliance with regulations on ensuring financial safety;

e) Separation of clients' assets;

g) Preservation and safekeeping of clients' assets;

h) Controlling compliance with legal regulations on anti-money laundering;

i) Other matters as assigned by the Executive Board or the General Director.

2. The Company must establish an internal control system including organizational structure, independent and specialized personnel, processes and internal regulations applicable to all positions, units, departments and activities of the Company in order to ensure the following objectives:

a) The Company's operations comply with the Law on Securities and relevant documents;

b) Ensuring clients' rights and interests;

c) The Company's operations are safe and efficient; protecting, managing and using assets and resources safely and efficiently;

d) The financial information and management information system is truthful, reasonable, complete and timely; ensuring truthfulness in preparation of the Company's financial statements.

3. Personnel requirements for the internal control department are as follows:

a) There must be at least 01 compliance control employee;

b) The head of the internal control department must possess professional qualifications in law, accounting or auditing, and have sufficient experience, reputation and authority to effectively perform assigned duties;

c) Must not be a related person of heads of professional/securities operations departments, securities practitioners, the General Director, Deputy General Directors or Director of the Company's branch;

d) Must hold certificates on basic issues of securities and the securities market or a Securities Practicing Certificate, and a certificate on laws of securities and the securities market;

e) Must not concurrently undertake other professional duties in the Company.

## **IX. SUPERVISORY BOARD**

### **Article 37. Nomination and candidature for members of the Supervisory Board (Supervisors)**

1. The nomination and self-nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1 and Clause 2 Article 25 of this Charter.

2. Where the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

### **Article 38. Composition of the Supervisory Board**

1. The Board of Supervisors of the Company shall consist of 03 members. The term of office of a member of the Board of Supervisors shall not exceed 05 years and such member may be re-elected

for an unlimited number of terms. If the term of office of the Board of Supervisors expires at the same time and new-term Supervisors have not yet been elected, the expired Supervisors shall continue to exercise their rights and obligations until the new-term Supervisors are elected and assume their duties.

2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent auditing company that audited the Company's financial statements in the preceding 03 consecutive years;

3. A member of the Board of Supervisors shall be removed from office in the following cases:

- a) No longer satisfying the standards and conditions to serve as a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and such resignation being accepted;
- c) Other cases as prescribed in this Charter.

4. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) Failure to complete assigned duties and tasks;
- b) Failure to perform his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeated violations or serious violations of obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- d) Other cases under a resolution of the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, removal from office and dismissal shall be based on the majority principle. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or another major relevant to the enterprise's business operations.

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

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors, after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

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

The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements; to decide on the approved auditing organization to inspect the Company's operations and to dismiss the approved auditor when deemed necessary.
2. To be responsible before shareholders for its supervisory activities.
3. To supervise the financial condition of the Company and compliance with law in the operations of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination with the Board of Directors, the General Director and shareholders.
5. Where violations of law or violations of the Company's Charter by members of the Board of Directors, the General Director or other executives are detected, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to cease the violation and take remedial measures.
6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access dossiers and documents of the Company kept at the head office, branches and other locations; and to have the right to visit the workplaces of managers and employees of the Company during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide full, accurate and timely information and documents on management, administration and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

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

1. The Board of Supervisors must meet at least 02 times a year, with at least 2/3 of its members attending each meeting. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be archived in order to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer matters requiring clarification.

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

The salary, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total annual salary, remuneration, bonuses, other benefits and operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for meal, accommodation and travel expenses, and expenses for the use of independent consulting services at reasonable levels. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Board of Supervisors shall be accounted for as the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be separately itemized in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are responsible for performing their duties, including duties in their capacity as members of committees of the Board of Directors, honestly and prudently for the interests of the Company.

##### **Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers must disclose related interests in accordance with Article 164 of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, 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. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers are obliged to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, subsidiaries and other companies in which the Company holds more than 50% of the charter capital, and such persons or their related persons in accordance with law. With respect to the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities law on information disclosure.
4. A member of the Board of Directors may not vote on a transaction that brings benefits to such member or to the related person of such member in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and the related persons of such persons may not use or disclose internal information to others in order to conduct related transactions.

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

a) For a transaction with a value smaller than or equal to 20% of the total asset value recorded in the latest quarterly financial statements, where the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors having no related interests;

b) For a transaction with a value greater than 20% or a transaction resulting in the aggregate value of transactions arising within 12 months from the date of execution of the first transaction reaching 20% or more of the total asset value recorded in the latest quarterly financial statements, where the important contents of such transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders having no related interests.

#### **Article 44. Liability for damage and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who violate their duties and responsibilities of honesty and prudence or fail to fulfill their obligations shall be liable for losses caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a relevant party in complaints, lawsuits or prosecutions (including civil and administrative cases and cases in which the Company is not the plaintiff) if such person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee or authorized representative of the Company who has performed or is performing duties as authorized by the Company, acted honestly and prudently for the interests of the Company on the basis of compliance with law, and there is no evidence confirming that such person has breached his/her responsibilities.

3. Indemnification expenses include judgment costs, fines, amounts actually payable (including lawyers' fees) when handling such matters within the scope permitted by law. The Company may purchase insurance for such persons to avoid the indemnification liabilities mentioned above.

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

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

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

a) Ordinary shareholders have the right to review, inspect and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information;

review, inspect, extract or photocopy the Company's Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 05% or more of the total number of ordinary shares shall have the right to review, inspect and extract the minute books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by the authorization document of the shareholder or group of shareholders represented by such person or a notarized copy thereof;

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives shall have the right to inspect the Company's shareholder register, shareholder list, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential;

4. The Company must keep this Charter and amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents in accordance with law at the head office or another place, provided that shareholders and the business registration authority are notified of the storage location of such documents;

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 prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary measures for employees and executives of the enterprise;

2. The General Director must prepare plans for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies prescribed in this Charter, the Company's regulations and current laws.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 47. Distribution of profits**

1. The General Meeting of Shareholders shall decide the annual dividend payment level and form of dividend payment from the Company's retained earnings;

2. The Company shall not pay interest on dividend amounts or other amounts payable in relation to a class of shares;

3. The Board of Directors may recommend to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be the body implementing such decision;

4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnam Dong. Payment may be made directly or through banks on the basis of detailed bank account information provided by shareholders. Where the Company has transferred money in accordance with the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount already transferred to such shareholder. Dividend payment in respect of shares listed/registered for trading on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation;

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific record date for finalizing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends and to receive notices or other documents;

6. Other matters relating to profit distribution shall be implemented in accordance with law.

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

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

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. Subject to prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with law.

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Company at banks.

##### **Article 49. Fiscal year**

The fiscal year of the Company shall commence on 01 January each year and end on 31 December each year.

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

1. The accounting regime applied by the Company shall be the enterprise accounting regime or a specific accounting regime promulgated or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, updated, systematic and sufficient to evidence and explain the Company's transactions.

3. The accounting currency of the Company shall be Vietnam Dong. Where the Company's economic transactions arise mainly in a foreign currency, the Company may choose such foreign currency as its accounting currency, take legal responsibility for such choice and notify the directly managing tax authority thereof.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE OBLIGATIONS**

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

1. The Company must prepare annual financial statements and such annual financial statements must be audited in accordance with law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.
2. The annual financial statements must include all reports, appendices and explanatory notes in accordance with the laws on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities.

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

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on the selection of one of such entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements may attend meetings of the General Meeting of Shareholders, is entitled to receive notices and other information related to meetings of 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. SEAL OF THE ENTERPRISE**

### **Article 54. Seal of the enterprise**

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

## **XVIII. DISSOLUTION OF THE COMPANY**

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

1. The Company may be dissolved in the following cases:

- a) Upon expiry of the operating term stated in the Company's Charter without any decision on extension;
- b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- c) Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- d) Other cases as prescribed by law.

2. Early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with applicable regulations.

## **Article 56. Extension of operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 months before the expiry of the operating term so that shareholders may vote on the extension of the Company's operation at the proposal of the Board of Directors.

2. The operating term shall be extended when shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders approve.

## **Article 57. Liquidation**

1. At least 06 months before expiry of the Company's operating term or after a decision on dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given payment priority by the Company over other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority the date of its establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Court and administrative authorities.

3. Proceeds from liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Salary debts, severance allowances, social insurance and other benefits of employees under collective labor agreements and signed labor contracts;
- c) Tax debts;

d) Other debts of the Company;

dd) The remainder after payment of all debts from item (a) to item (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 58. Settlement of internal disputes**

1. Where disputes or complaints arise relating to the Company's operations, the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal regulations or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Board of Supervisors, the Director or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes relating to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement of disputes and request each party to present information relating to the dispute within 10 working days from the date the dispute arises. In case of disputes relating to the Board of Directors or the Chairperson of the Board of Directors, either party may request the Board of Supervisors to appoint an independent expert as mediator for the dispute resolution process.

2. If no conciliation decision is reached within 06 weeks from the commencement of the conciliation process or if the mediator's decision is not accepted by the parties, either party may submit such dispute to Arbitration or the Court.

3. The parties shall bear by themselves the costs relating to negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the Court's judgment.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 59. Charter of the Company**

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where legal provisions relating to the Company's operations are not mentioned in this Charter, or where new legal provisions differ from those in this Charter, such provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective date**

1. This Charter consists of 21 Chapters and 60 Articles and was unanimously approved by the General Meeting of Shareholders of SmartInvest Securities Joint Stock Company on .../.../2026,

2. This Charter is made in three originals of equal validity and shall be kept at the head office of the Company.

3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or of at least one half of the total number of members of the Board of Directors.

**SMARTINVEST SECURITIES JOINT STOCK COMPANY**  
**LEGAL REPRESENTATIVE**  
**CHAIRWOMAN OF THE BOARD OF DIRECTORS**

**NGO THI THUY LINH**