

**SMARTINVEST SECURITIES JOINT
STOCK COMPANY**

No.:/2026/QD-BOD

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

Hanoi, day.....month, 2026

RESOLUTION

Re: Regulations on operation of the Board of Directors

BOARD OF DIRECTORS

SMARTINVEST SECURITIES JOINT STOCK COMPANY

Pursuant to the Law on Securities dated November 26, 2019, and the laws amending and supplementing the same;

Pursuant to the Law on Enterprises dated June 17, 2020, and the laws amending and supplementing the same;

Pursuant to the Charter of SmartInvest Securities Joint Stock Company;

Pursuant to Resolution No./AAS/NQ-GMS dated/...../2026 of the General Meeting of Shareholders;

Article 1. Issued together with this Decision " The Regulations on Operation of the Board of Directors" of SmartInvest Securities Joint Stock Company.

Article 2. This Decision shall take effect from the date of signing and replace all previous Decisions of the same contents.

Article 3. Members of the Board of Directors, the General Director and relevant persons shall be responsible for implementation of this Resolution.

Recipients:

- As above;
- Archived: HR

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRWOMAN**

Ngo Thi Thuy Linh

Hanoi, day.....month, 2026

DRAFT

REGULATION ON OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Securities dated November 26, 2019, and the laws amending and supplementing the same;

Pursuant to the Law on Enterprises dated June 17, 2020, and the laws amending and supplementing the same;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed guidance on implementation of a number of articles of the Law on Securities, and the amending and supplementing documents thereto;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed guidance on implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of SmartInvest Securities Joint Stock Company;

Pursuant to Resolution No. .../2026/AAS/NQ-GMS dated month ..., 2026 of the General Meeting of Shareholders;

The Operating Regulations of the Board of Directors of SmartInvest Securities Joint Stock Company include the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and regulated entities

1. Scope: The Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.
2. Regulated entity: Board of Directors and its members.

Article 2. Operating principles

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the GMS and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.
2. The Board of Directors shall assign the Director/General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

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

1. Members of the Board of Directors have all the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units.

2. Members of the Board of Directors have the obligations specified in the Company's Charter and the following obligations:

a) Perform their duties in an honest and prudent manner for the best interests of the Company and its shareholders;

b) Attend all meetings of the Board of Directors and comment on the raised issues;

c) Promptly and fully inform the Board of Directors of the remunerations paid by the subsidiary companies, associate companies and other organizations;

d) Inform the Board of Directors during the nearest meeting of transactions between the Company, subsidiary companies and other companies over 50% charter capital of which is held by the Company with members of the Board of Directors and their related persons; transactions between the Company with companies whose founders or managers are members of the Board of Directors over the last 03 years from the transaction date;

đ) Disclose information when trading the Company's shares as prescribed by law.

3. Independent members of the Board of Directors shall prepare reports on performance of the Board of Directors.

Article 4. Right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors and other managers of the Company to provide information and documents on the financial status and business operations of the Company and its affiliated units.

2. Requested managers must provide the information and documents fully, accurately and in a timely manner as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall be prescribed in the Company Charter.

Article 5. Term of office and quantity of members of the Board of Directors

1. The Board of Directors shall consist of 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and members 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 one company for no more than 02 consecutive terms.

3. In case the term of office all members of the Board of Directors end at the same time, all of them will remain members of the Board of Directors until new members are elected and take over the work, unless otherwise prescribed by the Company's Charter.

4. The Company Charter shall specifically provide for the number, rights, obligations, method of organization and coordination of the activities of independent members of the Board of Directors.

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

1. A member of the Board of Directors shall satisfy the following requirements:

a) He/she is not any of the persons specified in Clause 2 Article 17 of the Law on Enterprises;

b) He/she has qualifications and experience of business administration or in same fields or business lines of the Company. A member is not necessarily a shareholder of the Company, unless otherwise prescribed by the Company's Charter;

c) A member of the Board of Directors of may concurrently hold the position of member of Board of Directors of another company;

d) Members of the Board of Directors of state-owned enterprises prescribed in Point b Clause 1 Article 88 of the Law on Enterprises and subsidiary companies of state-owned enterprise according to Clause 1 Article 88 of the Law on Enterprises must not be relatives of the Director/General Director, other managers of the Company and the persons having the power to designate managers of the parent company;

d) He/she satisfy other requirements specified in the Company's Charter.

2. An independent member of the Board of Directors prescribed in Point b Clause 1 Article 137 of the Law on Enterprises shall satisfy the following requirements:

a) He/she is not working for the Company, parent company or subsidiary companies of the Company; he/she is not a person who used to work for the Company, parent company or subsidiary companies of the Company over the last 03 years;

b) He/she is not a person who is receiving salary or remuneration from the Company, except the allowances to which members of the Board of Directors are entitled as per regulations;

c) His/her spouse, biological parents, adoptive parents, biological children, adopted children, siblings are not major shareholders of the Company; are not managers of the Company or its subsidiary companies;

d) He/she does not directly or indirectly hold at least 01% of the total voting shares of the Company;

đ) He/she does not hold the position of member of the Board of Directors or Board of Controllers of the Company over the last 05 years, unless he/she is designated for 02 consecutive terms;

e) Other requirements specified in the Company's Charter.

3. The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies the requirements specified in Clause 2 of this Article and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest GMS or convene the GMS to elect or replace the independent member within 06 months from the day on which the notice is received from the disqualified member.

Article 7. Chairperson of the Board of Directors

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

2. The Chairperson of the Board of Directors of the Company must not concurrently hold the position of General Director.

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

- a) To formulate programs and plans for activities of the Board of Directors;
- b) To prepare the agenda, contents and documents for meetings; to convene, preside over and act as chairperson of 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;
- đ) To act as chairperson of meetings of the General Meeting of Shareholders;
- e) Other rights and obligations in accordance with the Law on Enterprises, the Company 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 the Company 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 implementing 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 with respect to the Company's accounts opened at credit institutions;
- b) To decide on investments, disposition of assets, and to decide and sign/enter into purchase, sale, borrowing, lending, commercial, civil, financial, pledge, mortgage, guarantee, secured transaction or compensation contracts and other contracts and transactions with a value of less than 35% of the total asset value recorded in the most recent quarterly financial statements of the Company; for contracts and transactions with a value of 35% or more of the total asset value of the Company, the Chairperson of the Board of Directors may sign/enter into them only after approval or authorization by the Board of Directors/General Meeting of Shareholders.

5. Where the Chairperson of the Board of Directors tenders resignation or is removed/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 removal/dismissal. 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 in accordance with the principles prescribed in the Company Charter. Where 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 subject to an administrative handling measure at a compulsory detoxification establishment or compulsory education institution, absconds from place of residence, has limited or lost civil act capacity, has difficulties in perception or behavior control, or is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairperson of the Board of Directors on the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

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

6. Where deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

- a) To support the organization of convening meetings of the General Meeting of Shareholders and the Board of Directors; and to record minutes of meetings;
- b) To assist members of the Board of Directors in performing their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;

d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; and in complying with obligations on information provision, information disclosure and administrative procedures;

đ) Other rights and obligations as prescribed in the Company Charter.

Article 8. Removal, dismissal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall remove from office a member of the Board of Directors in the following cases:

a) No longer satisfying the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b) Having a resignation letter and such resignation being accepted;

c) Other cases as prescribed in the Company Charter.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to participate in activities of the Board of Directors for 06 consecutive months, except in force majeure events;

b) Other cases as prescribed in the Company Charter.

3. Where deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors; remove or dismiss a member of the Board of Directors in cases other than those prescribed in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date on which the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors is reduced and no longer ensures the number required by law;

c) Except for the cases prescribed in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been removed or dismissed at the nearest meeting.

Article 9. Method of electing, removing and dismissing members of the Board of Directors

1. A shareholder or group of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders prescribed in this Clause shall have the right to nominate one or more persons as candidates for the Board of Directors in accordance with the decision of the General Meeting of Shareholders. Where the number of candidates nominated by shareholders or a group of shareholders is lower than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. Where the number of candidates for the Board of Directors through nomination and self-nomination remains 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 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 before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

3. The election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder shall have the right to cumulate all or part of his/her total votes for one or several candidates. Elected members of the Board of Directors shall be determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is filled. Where there are 02 or more candidates obtaining the same number of votes for the final seat on the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria in the election regulations or the Company Charter.

4. The election, removal and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the basis of voting.

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

1. Once candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study such candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit 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 includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions held (including positions on the board of directors/members' council of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company Charter;
- g) The Company shall be responsible for disclosing information about companies in which the candidate currently holds the position of member of the Board of Directors, member of the Members' Council or other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. The Company must disclose information within 24 hours from the time the results of election, removal or dismissal of members of the Board of Directors are available.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling within the competence of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and duties:

- a) To decide on the strategy, medium-term development plans and annual business plans of the Company;
- b) To propose the type of shares and the total number of shares of each type authorized to be offered for sale;
- c) To decide on the sale of unsold shares within the number of shares of each type authorized to be offered for sale; and to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- đ) To decide on share repurchase in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) To approve purchase, sale, borrowing, lending contracts and contracts and transactions within the scope of proprietary securities trading operations and other transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders under Point d Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;
- i) To elect, remove from office and dismiss the Chairperson of the Board of Directors; to appoint, remove from office, enter into contracts with, and terminate contracts with the General Director and other key managers as prescribed in the Company Charter and the Internal Regulations on Corporate Governance; to decide on salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such persons;
- k) To supervise and direct the General Director and other managers in the day-to-day management of the Company's business operations;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on establishment of subsidiaries, branches, representative offices and on capital contribution to or share purchase in other enterprises;
- m) To approve the program, agenda and documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;
- o) To recommend the dividend rate; to decide on the time limit and procedures for dividend payment or handling losses arising in the course of business;
- p) To recommend the reorganization or dissolution of the Company; and to request bankruptcy of the Company;
- q) To decide on promulgation of the Operating Regulations of the Board of Directors, the Regulations

guiding implementation of e-voting together with the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; and the Company's Regulations on Information Disclosure;

r) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed guidance on implementation of a number of articles of the Law on Securities, and the amending and supplementing documents thereto.

4. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions or in other forms prescribed in the Company Charter. Each member of the Board of Directors shall have one vote.

5. Where a resolution or decision adopted by the Board of Directors is contrary to law, a resolution of the General Meeting of Shareholders or the Company Charter and causes damage to the Company, members voting in favor of such resolution or decision must jointly bear personal liability for such resolution or decision and compensate the Company for the damage; members opposing the adoption of such resolution or decision shall be exempted from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend implementation or annul such resolution or decision.

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

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent quarterly financial statements between the Company and one of the following entities:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and related persons of such entities;
- Shareholders and authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;
- Enterprises related to the entities prescribed in Clause 2 Article 164 of the Law on Enterprises.

2. The representative of the Company signing contracts or transactions must notify members of the Board of Directors and members of the Supervisory Board of the related entities in respect of such contracts or transactions and attach the draft contract or the principal contents of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within 15 days from the date of receipt of the notice, unless the Company Charter prescribes a different period; members of the Board of Directors having interests related to the parties to the contract or transaction shall not have the right to vote.

Article 13. Responsibility of the Board of Directors for convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number prescribed by law;

c) At the request of a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises; a request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear all signatures of the relevant shareholders, or the request document may be made in several copies and contain all signatures of the relevant shareholders;

d) At the request of the Supervisory Board;

đ) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board is lower than the minimum number prescribed in the Company Charter, or from the date of receipt of the requests prescribed in Points c and d Clause 1 of this Article;

3. The convener of the General Meeting of Shareholders must perform the following tasks:

a) To prepare the list of shareholders entitled to attend the meeting.

b) To provide information and settle complaints relating to the list of shareholders;

c) To prepare the program and contents of the meeting;

d) To prepare documents for the meeting;

dd) To draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; and the list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;

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

g) To send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

Article 14. Subcommittees assisting the Board of Directors

1. The Board of Directors may establish dependent subcommittees (or another name as decided by the Board of Directors) in charge of development policy, personnel, remuneration, internal audit and risk management. The number of members of a subcommittee 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 subcommittees must comply with the regulations of the Board of Directors. A resolution of a subcommittee shall be valid only when approved by a majority of attending and voting members at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current law and the Company Charter and the Internal Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. 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 presided over by the member who obtained the highest number of votes or the highest voting ratio. Where more than 01 member obtains the highest and equal number of votes or voting ratio, such members shall elect one among them under the majority principle to convene the meeting of the Board of Directors.

2. The Board of Directors must hold at least one meeting 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 Supervisory Board 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, which fall 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 he/she fails to convene the meeting as requested, the Chairperson of the Board of Directors shall be responsible for damages caused to the Company; the requesting person shall have the right to replace the Chairperson of the Board of Directors 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 the notice of invitation no later than 03 working days before the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice of invitation must be accompanied by documents to be used at the meeting and voting slips of members.

A notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or another method prescribed in the Company Charter, provided that it reaches the registered contact address of each member of the Board of Directors at the Company.

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

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

8. A meeting of the Board of Directors shall be conducted when attended by at least three-fourths (3/4) of the total number of members. If the meeting convened under this Clause does not have a sufficient number of attending members as prescribed, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend.

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 the meeting and vote in accordance with Clause 11 of this Article;
- c) Attending and voting through online conference, electronic voting or another electronic form;
- d) Sending voting slips to the meeting by post, fax or e-mail;
- dd) Sending voting slips by other means.

10. Where voting slips are sent to the meeting by post, the voting slips must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening time. Voting slips may only be opened in the presence of all attendees.

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

12. A resolution or decision of the Board of Directors shall be adopted if approved by a majority of attending members; in case of an equal number of votes, the final decision shall belong to the side having the opinion of the Chairperson of the Board of Directors.

Article 17. Minutes of meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may additionally be made in a foreign language, and shall include the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and venue of the meeting;
- c) Purpose, agenda and contents of the meeting;
- d) Full names of each attending member or authorized attendee and method of attendance; full names of absent members and reasons for absence;
- đ) Matters discussed and voted on at the meeting;
- e) Summary of opinions of each attending member in the order of developments of the meeting;
- g) Voting results, clearly stating members voting for, against and abstaining;
- h) Matters approved and corresponding approval ratios;
- i) Full names and signatures of the chairperson and the minute-taker, except for the case prescribed in Clause 2 of this Article.

2. Where the chairperson and the minute-taker refuse to sign the minutes, but the minutes are signed by all other members of the Board of Directors attending the meeting and contain all contents prescribed in Points a, b, c, d, đ, e, g and h Clause 1 of this Article, such minutes shall be valid.

3. The chairperson, the minute-taker and persons signing the minutes must be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. Minutes of meetings of the Board of Directors and documents used at the meeting must be kept at the head office of the Company.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in contents between the Vietnamese minutes and the foreign-language minutes, the contents of the Vietnamese minutes shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of a fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on business performance of the Company;
- b) Financial statements;
- c) Report evaluating the management and administration of the Company;
- d) Appraisal report of the Supervisory Board.

2. The reports prescribed in Points a, b and c Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the annual General Meeting of Shareholders, unless otherwise provided in the Company Charter.

3. The reports prescribed in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board and the audit report must be kept at the head office of the Company no later than 10 days before the opening date of the annual General Meeting of Shareholders, unless the Company Charter provides for another longer time limit. Shareholders owning shares of the Company continuously for at least 01 year shall have the right, by themselves or together with lawyers, accountants or auditors holding practicing certificates, to directly inspect the reports prescribed in this Article.

Article 19. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

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

3. Remuneration of each member of the Board of Directors shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax, separately stated in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, members of the Board of Directors working at subcommittees of the Board of Directors, or performing other work 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 payment for each occasion, salary, commission, percentage of profits or another form as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation and other reasonable expenses they have incurred when performing their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. Such insurance shall not include coverage for liabilities of members of the Board of Directors arising from violations of law and the Company Charter.

Article 20. Disclosure of related interests

Unless the Company Charter provides for stricter regulations, the disclosure of interests and related persons

of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise code, head office address, business lines of enterprises in which they own contributed capital or shares; the ratio and time of ownership of such contributed capital or shares;

b) Name, enterprise code, head office address, business lines of enterprises in which their related persons jointly own or separately own contributed capital or shares representing more than 10% of the charter capital.

2. The declaration prescribed in Clause 1 of this Article must be made within 07 working days from the date on which the related interest arises; any amendment or supplementation must be notified to the Company within 07 working days from the date of the corresponding amendment or supplementation.

3. A member of the Board of Directors who, in his/her own name or in the name of another person, performs work in any form within the business scope of the Company must explain the nature and contents of such work to the Board of Directors and may only do so when approved by a majority of the remaining members of the Board of Directors; if such work is performed without declaration or without approval of the Board of Directors, all income earned from such activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among members of the Board of Directors

1. The relationships between members of the Board of Directors are cooperation. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks.

2. In the course of handling work, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues relating to the field under the charge of another member of the Board of Directors. Where members of the Board of Directors still have differing opinions, the member bearing primary responsibility shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority or for organization of a meeting or collection of opinions of members of the Board of Directors in accordance with law, the Company Charter and these Regulations.

3. In case of reassignment among members of the Board of Directors, members of the Board of Directors must hand over work, files and related documents. Such handover must be made in writing and reported to the Chairperson of the Board of Directors.

Article 22. Relationship with the executive board

With the administration role, the Board of Directors shall promulgate resolutions, which will be implemented by the Director/General Director, supervise and inspect the implementation of such resolutions.

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a coordinating relationship. The working relationship between the Board of Directors and the Supervisory Board shall be based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of duties.

2. Upon receipt of inspection minutes or summary reports of the Supervisory Board, the Board of Directors

shall be responsible for studying them and directing relevant departments to formulate plans and promptly implement rectification measures.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Regulations on Operation of the Board of Directors of SmartInvest Securities Joint Stock Company consist of 07 chapters and 24 articles and shall take effect from/.../ 2026.

**ON BEHALF OF THE BOARD OF DIRECTOR
CHAIRWOMAN**

NGO THI THUY LINH