

**RESOLUTION**

**Re: Internal Regulations on Corporate Governance**

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**THE BOARD OF DIRECTORS  
OF SMARTINVEST SECURITIES JOINT STOCK COMPANY**

*Pursuant to the Law on Securities dated November 26, 2019, and its amendments and supplements;*

*Pursuant to the Law on Enterprises dated June 17, 2020, and its amendments and supplements;*

*Pursuant to the Charter of SmartInvest Securities Joint Stock Company;*

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

*Pursuant to the requirements of management and supervision in conformity with the Company's organizational and operational model;*

**Article 1.** Issued together with this Decision “Internal Regulations on Corporate Governance” of SmartInvest Securities Joint Stock Company.

**Article 2.** This Réolution takes effect from the date of signing and replaces all previously issued Decisions having the same contents.

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

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

**Recipients:**

- As above;
- Supervisory Board;
- Archive: HR

**Ngo Thi Thuy Linh**

**DRAFT**

*Hanoi, dated .... month .... 2026*

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

*(Issued together with Decision No.: ...../2026/QĐ-HĐQT of the Board of Directors of*

*SmartInvest Securities Joint Stock Company)*

### **CHAPTER I: GENERAL PROVISIONS**

#### **Article 1. Governing scope and subjects of application**

1. Governing scope: These Internal Regulations on Corporate Governance prescribe the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the General Director; the order and procedures for convening and holding meetings of the General Meeting of Shareholders; nomination, self-nomination, election, dismissal and discharge of members of the Board of Directors, the Supervisory Board and the General Director; and other activities as provided in the Company Charter and relevant laws.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director and relevant persons.

#### **Article 2. Interpretation of terms**

1. Unless otherwise defined, terms used in these Regulations shall have the same meanings as those in the Company Charter, the Law on Enterprises, the Law on Securities and relevant legal documents.

2. References in these Regulations to any provision or legal document shall include amendments, supplements or replacement documents thereof.

Where specialized laws provide for corporate governance matters differently from these Regulations, the provisions of such specialized laws shall prevail.

### **CHAPTER II: GENERAL MEETING OF SHAREHOLDERS**

#### **Article 3. Role, rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be convened once a 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 for no more than six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings may be held. The place of meeting shall be the place where the chairperson attends and must be located within the territory of Vietnam.

2. The rights and obligations of the General Meeting of Shareholders are stipulated in Article 14 of the Company Charter.

**A. ORDER AND PROCEDURES FOR CONDUCTING A GENERAL MEETING OF  
SHAREHOLDERS AND ADOPTING RESOLUTIONS BY VOTING AT THE MEETING  
OF THE GENERAL MEETING OF SHAREHOLDERS**

**Article 4. Authority to convene the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual General Meeting of Shareholders and choose an appropriate venue to decide matters falling within its competence under law and the Company Charter.
2. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases provided for in Clause 3, Article 13 of the Company Charter.
3. Convening an extraordinary General Meeting of Shareholders:
  - a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date 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 is as prescribed at Point b Clause 3 Article 13 of the Charter, or from the date of receipt of a request under Points c and d Clause 3 Article 13 of the Charter;
  - b) If the Board of Directors fails to convene the meeting as prescribed at Point a above, 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) If the Supervisory Board fails to convene the meeting as prescribed at Point b above, the shareholder or group of shareholders specified at Point c Clause 3 Article 13 of the Charter shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with Clause 4 Article 140 of the Law on Enterprises.

In such case, the convening shareholder or group of shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and issuing decisions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting shall be reimbursed by the Company, excluding expenses borne by shareholders attending the meeting, including accommodation and travel expenses;
  - d) Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

**Article 5. Preparation of the list of shareholders entitled to attend the meeting**

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders.

**Article 6. Notice of the record date for finalizing the list of shareholders entitled to attend the General Meeting of Shareholders**

1. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.

2. The notice of the record date shall be posted on the Company's website and sent to the State Securities Commission, the Stock Exchange and the Securities Depository Center in accordance with securities laws.

#### **Article 7. Notice convening the General Meeting of Shareholders**

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and at the same time disclosed on the Company's website and on the information disclosure systems of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convenor must send the notice to all shareholders on the list of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting (counted from the date the notice is validly sent or dispatched). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. If the documents are not enclosed with the notice, the notice must clearly specify the link to all meeting documents for shareholders to access, including:

- a) the meeting agenda and documents to be used at the meeting;
- b) the list of and detailed information on candidates in case of election of members of the Board of Directors or the Supervisory Board;
- c) voting ballots;
- d) draft resolutions for each matter in the meeting agenda.

#### **Article 8. Agenda and contents of the General Meeting of Shareholders**

1. The convenor of the General Meeting of Shareholders must prepare the agenda and contents of the meeting.

2. A shareholder or group of shareholders specified in Clause 2 Article 11 of the Company Charter has the right to recommend matters for inclusion in the agenda of the General Meeting of Shareholders. Such recommendation must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. The recommendation must clearly state the name of the shareholder, the number of shares of each class held, and the matter proposed for inclusion in the agenda.

3. The convenor may reject the recommendation specified in Clause 2 of this Article in any of the following cases:

- a) the recommendation is not sent in accordance with Clause 2 of this Article;
- b) at the time of making the recommendation, the shareholder or group of shareholders does not hold five percent (5%) or more of the ordinary shares as prescribed in Clause 2 Article 11 of the Company Charter;
- c) the proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) other cases as provided by law and the Company Charter.

4. The convenor must accept and include the recommendations specified in Clause 2 of this Article in the tentative agenda and contents of the meeting, except for the cases specified in Clause 3. Such

recommendation shall be officially added to the agenda and contents if approved by the General Meeting of Shareholders.

#### **Article 9. Authorization of representatives to attend the General Meeting of Shareholders**

1. A shareholder or an authorized representative of an institutional shareholder may attend the meeting directly or authorize one or more other individuals or organizations to attend, or attend through one of the forms prescribed 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 on behalf of a shareholder as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, contents and scope of authorization, term of authorization, and signatures of the authorizing and authorized parties. The proxy holder must submit the authorization document upon registration for the meeting. In case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or of the institutional shareholder's authorized representative (if not previously registered with the Company).

3. The voting ballot of a proxy holder attending the meeting within the authorized scope shall remain valid upon occurrence of one of the following events, except where the Company has received notice of such event before the opening of the General Meeting of Shareholders or before the reconvened meeting:

- a) the authorizing person has died, had civil act capacity restricted or lost civil act capacity;
- b) the authorizing person has revoked the designation of proxy;
- c) the authorizing person has revoked the authority of the person performing the authorization.

#### **Article 10. Registration for attendance at the General Meeting of Shareholders**

Before the opening of the meeting, the Company must conduct procedures for registration of shareholders and shall continue such registration until all attending shareholders entitled to attend the meeting have completed registration.

#### **Article 11. Conditions for conducting the meeting**

1. A meeting of the General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

2. If the first meeting does not satisfy the condition in Clause 1 of this Article, a notice of invitation to the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when attending shareholders represent thirty-three percent (33%) or more of the total voting shares.

3. If the second meeting does not satisfy the condition in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting shall be conducted irrespective of the total number of voting shares represented by attending shareholders.

#### **Article 12. Forms of adoption of resolutions by the General Meeting of Shareholders**

The General Meeting of Shareholders shall adopt resolutions within its competence either by voting at the meeting or by collecting written opinions.

### **Article 13. Voting method**

1. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative and number of voting rights of such shareholder.

2. A shareholder or authorized representative arriving after the opening of the meeting may register immediately and shall then have the right to participate and vote immediately after registration. The chairperson is not obliged to suspend the meeting for latecomers to register, and the validity of matters already voted on shall remain unchanged.

The Company may apply information technology solutions to ensure accurate, quick and convenient vote counting for shareholders. Each attending shareholder shall be provided with a voting ballot corresponding to the number of shares owned, and the ballot shall include all matters submitted to the General Meeting of Shareholders for approval. Shareholders shall choose a separate voting option for each matter and complete their voting by depositing the ballot into the ballot box at the time requested by the chairperson.

3. Voting for election of members of the Board of Directors and the Supervisory Board:

The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting in accordance with Clause 3 Article 148 of the Law on Enterprises.

The ballot for electing the Board of Directors and the Supervisory Board shall state the number of votes of each shareholder corresponding to the number of shares owned, the list of candidates approved by the General Meeting of Shareholders, the maximum number of members to be elected, and brief instructions on cumulative voting. Detailed voting procedures shall be specified in the election and vote-counting regulations.

Shareholders complete the election by depositing the ballot into the ballot box at the time set forth in the agenda and upon the request of the chairperson.

4. In case the Company applies modern technology to organize an online General Meeting of Shareholders, the Company is responsible for ensuring that participating shareholders may vote by electronic ballot or other electronic means in accordance with law, the Charter and working regulations applicable to each General Meeting of Shareholders.

### **Article 14. Vote counting method**

1. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by votes of approval, disapproval and abstention.

2. Upon proposal of the chairperson, the General Meeting of Shareholders shall elect persons responsible for counting or supervising vote counting. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the chairperson's proposal.

3. Vote counting shall be conducted immediately after the end of voting and shall take place in a separate area at the venue of the General Meeting of Shareholders under the supervision of shareholder representatives or representatives of the presidium.

4. The vote-counting committee may employ supporting personnel and appropriate methods to ensure accuracy, honesty and objectivity of the vote-counting results. At the request of shareholders, the chairperson shall invite certain shareholder representatives to supervise the receipt and counting of voting/election ballots.

5. The determination of voting/election results of the General Meeting of Shareholders on relevant matters shall be made in accordance with the Company Charter and the law.

#### **Article 15. Conditions for adoption of resolutions**

1. A resolution on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending 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 total number of shares of each class;
- b) change of business lines and sectors;
- c) change of the Company's management and organizational structure;
- d) investment projects or sale of assets having a value of thirty-five percent (35%) or more of the total value of assets recorded in the latest financial statements of the Company;
- đ) reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders owning more than fifty percent (50%) of the total voting rights of all shareholders attending 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 one hundred percent (100%) of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and passing such resolutions are inconsistent with the Law on Enterprises and the Company Charter.

#### **Article 16. Announcement of vote-counting results**

1. After completion of vote counting, the vote-counting committee shall prepare minutes bearing the signatures of all committee members and report the results to the chairperson. The chairperson shall invite the vote-counting committee to announce the results before the entire General Meeting of Shareholders.

2. The head of the vote-counting committee, on behalf of the committee, shall read out the minutes of vote-counting results.

3. The announcement of vote-counting results must clearly state the number of votes for, against and abstentions for each matter voted on at the Meeting.

4. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting and shall serve as the basis for the meeting secretary to prepare the draft minutes and draft resolutions of the meeting.

## **Article 17. Method of objection to, and request for cancellation of, resolutions of the General Meeting of Shareholders**

1. Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote-counting results from written consultation of shareholders, a shareholder or group of shareholders owning five percent (5%) or more of the total ordinary shares may request the Court or Arbitration to consider and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

a) the order and procedures for convening the meeting and issuing decisions of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except for the case specified in Clause 3 Article 20 of the Company Charter;

b) the contents of the resolution violate the law or the Company Charter.

2. Where a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders, such resolution shall remain effective until a decision of the Court or Arbitration annulling that resolution becomes effective, unless interim emergency measures are applied under a decision of a competent authority.

## **Article 18. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be minuted and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must contain the following principal contents:

a) name, head office address and enterprise code;

b) time and venue of the General Meeting of Shareholders;

c) meeting agenda and contents;

d) full name of the chairperson and secretary;

đ) summary of developments of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;

e) number of shareholders and total voting rights of shareholders attending the meeting; the appendix of the registration list of shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;

g) total number of votes for each matter voted on, clearly stating the voting method, total number of valid votes, invalid votes, votes for, votes against and abstentions, and the corresponding percentages of the total voting rights of attending shareholders;

h) matters approved and the corresponding ratios of approval votes;

i) full names and signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. The chairperson and secretary of the meeting or other signatories to the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and in a foreign language (if any) shall have equal legal validity. In case of discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.
4. The minutes of the General Meeting of Shareholders and attached documents (if any) must be sent to all shareholders within fifteen (15) days from the end of the meeting or posted on the Company's website within twenty-four (24) hours from the end of the meeting.
5. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the adopted resolutions and documents attached to the meeting invitation must be archived at the Company's head office.

#### **Article 19. Disclosure of resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the time they are adopted.
2. The Company must disclose information on resolutions of the General Meeting of Shareholders and documents related to such resolutions and meetings to the public in accordance with the Company Charter and law.

### **B. ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS BY COLLECTING WRITTEN OPINIONS**

#### **Article 20. Cases where written consultation may or may not be used**

1. The Board of Directors may collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders whenever deemed necessary in the interests of the Company.
2. The General Meeting of Shareholders may adopt matters falling within its competence by written consultation whenever deemed necessary in the interests of the Company, including the following matters:
  - a) amendment of and supplementation to the Company Charter;
  - b) orientation for development of the Company;
  - c) classes of shares and total number of shares of each class;
  - d) election, dismissal and discharge of members of the Board of Directors and the Supervisory Board;
  - đ) decision on investment or sale of assets having a value of thirty-five percent (35%) or more of the total assets recorded in the latest quarterly financial statements of the Company;
  - e) approval of annual financial statements;
  - g) reorganization or dissolution of the Company.

#### **Article 21. Authority and method for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders**

1. The Board of Directors must prepare the opinion collection ballots, the draft resolutions of the General Meeting of Shareholders and explanatory documents, and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the ballots. Requirements and methods for sending the ballots and enclosed documents shall comply with Clause 3 Article 17 of the Company Charter.
2. The order and procedures for collecting shareholders' written opinions shall comply with the Company Charter and these Regulations.
3. A resolution adopted by written consultation shall be approved if accepted by shareholders owning more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

### **C. ORGANIZING THE GENERAL MEETING OF SHAREHOLDERS AND ADOPTING RESOLUTIONS IN OTHER FORMS**

#### **Article 22. Organizing the General Meeting of Shareholders and adopting resolutions in other forms**

1. The Board of Directors may convene and organize the General Meeting of Shareholders in the form of an online meeting or a physical meeting combined with online participation if deemed necessary in the interests of the Company and where conditions permit.
2. Where the Company applies modern technology to organize online General Meetings of Shareholders, it is responsible for ensuring that shareholders may attend and vote by electronic ballot or other electronic means in accordance with law, the Charter and working regulations applicable from time to time.

### **CHAPTER III: BOARD OF DIRECTORS**

#### **Article 23. Role, rights and obligations of the Board of Directors; responsibilities of members of the Board of Directors**

1. The role, rights and obligations of the Board of Directors and the responsibilities of its members are stipulated in Article 26 of the Company Charter and include the following obligations:
  - a) to perform their duties honestly and prudently in the best interests of shareholders and the Company;
  - b) to attend all meetings of the Board of Directors and give opinions on matters submitted for discussion;
  - c) to promptly and fully report to the Board of Directors remuneration received from subsidiaries, affiliated companies and other organizations;
  - d) to report to the Board of Directors at the nearest meeting transactions between the Company, its subsidiaries or other companies in which the Company holds more than 50% of the charter capital, on the one hand, and members of the Board of Directors and their related persons, on the other hand; and transactions between the Company and a company in which a member of the Board of Directors is a founding member or an enterprise manager within the three (03) years prior to the transaction date;

- e) to make disclosures when conducting transactions in the Company's shares in accordance with law.
3. Each independent member of the Board of Directors must prepare an assessment report on the operation of the Board of Directors.
4. A member of the Board of Directors has the right to request the General Director, Deputy General Directors and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units. Requested managers must provide such information and documents in a timely, full and accurate manner. The order and procedures for requesting and providing information shall be prescribed in the Company Charter.

#### **A. NOMINATION, SELF-NOMINATION, ELECTION, DISMISSAL AND DISCHARGE OF MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 24. Term of office and number of members of the Board of Directors**

1. The Board of Directors shall comprise five (05) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member 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 not more than two consecutive terms. If the terms of office of all members of the Board of Directors expire at the same time, such members shall continue to act until new members are elected to replace them and take over their duties.

##### **Article 25. Structure, criteria and conditions of members of the Board of Directors**

1. The structure of the Board of Directors shall be as follows: the Board must have 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.
2. A member of the Board of Directors shall lose his/her status as a member in cases of dismissal, discharge or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
3. A member of the Board of Directors must satisfy the following criteria and conditions:
  - a) not being a person specified in Clause 2 Article 17 of the Law on Enterprises;
  - b) possessing professional qualifications and experience in business administration or in the business lines and sectors of the Company, and not necessarily being a shareholder of the Company unless otherwise provided in the Charter;
  - c) being concurrently a member of the Board of Directors or Members' Council of no more than five (05) other companies;
  - d) not being a member of the Board of Directors, member of the Members' Council, General Director (Director) of another securities company;
  - a) satisfying the criteria and conditions under Clauses 1 and 2 Article 155 of the Law on Enterprises.
4. An independent member of the Board of Directors as prescribed at Point b Clause 1 Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:

- a) not currently working for the Company, its parent company or subsidiaries, and not having worked for the Company, its parent company or subsidiaries for at least the preceding three (03) consecutive years;
- b) not receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled under regulations;
- c) not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, full sibling is a major shareholder of the Company, or a manager of the Company or its subsidiary;
- d) not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
- b) dd) not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least the preceding five (05) consecutive years, except where appointed continuously for two terms;
- e) other criteria and conditions under the Company Charter.

5. An independent member must notify the Board of Directors upon no longer satisfying the criteria and conditions specified above and shall automatically cease to be an independent member from the date on which such criteria and conditions are no longer met. The Board of Directors must report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member within six (06) months from the date of receiving such notice.

#### **Article 26. Nomination and self-nomination of candidates for the Board of Directors**

1. A shareholder or group of shareholders owning ten percent (10%) or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter.
2. Where the number of candidates nominated and self-nominated for the Board of Directors remains insufficient as required by law and the Company Charter, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company Charter, these Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The nomination 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.

#### **Article 27. Method of electing members of the Board of Directors**

1. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected, and may cumulate all or part of his/her votes for one or several candidates. Elected members shall be determined in descending order of votes from the candidate with the highest number of votes until the number of members prescribed in the Charter is filled. If two or more candidates obtain an equal number of votes for the last seat, a re-election shall be conducted among the tied candidates or selection shall be made in accordance with the election rules or the Company Charter.

2. The election, dismissal and discharge of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the principle of voting.

### **Article 28. Cases of dismissal, discharge and supplementation of members of the Board of Directors**

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

- a) no longer satisfying the criteria and conditions prescribed in Article 155 of the Law on Enterprises;
- b) submission of a resignation letter which is accepted;
- c) other cases provided in the Company Charter.

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

- a) failure to participate in activities of the Board of Directors for six (06) consecutive months, except in force majeure cases;
- b) other cases provided in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors or to dismiss/discharge them in addition to the cases specified above.

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 is reduced by more than one-third compared with the number prescribed in the Charter. In such case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
- b) except for the case specified at Point a above, the General Meeting of Shareholders shall elect new members to replace members who have been dismissed or discharged at the nearest meeting.

### **Article 29. Notice of election, dismissal and discharge of members of the Board of Directors**

Notice of election, dismissal and discharge of members of the Board of Directors shall be made in accordance with the Company Charter and securities laws.

### **Article 30. Method of introducing candidates for the Board of Directors**

Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders may study them before voting. Candidates must provide a written commitment to the truthfulness and accuracy of disclosed personal information and commit to performing duties honestly, prudently and in the best interests of the Company if elected. Information to be disclosed includes:

- a) full name and date of birth; professional qualifications;
- b) working experience;
- c) other managerial positions (including positions on boards of directors of other companies);
- d) interests related to the Company and its related parties;

- e) other information (if any) as required by the Charter;
- f) and information on companies in which the candidate holds positions as member of the Board of Directors or other managerial positions and related interests therein (if any).

### **Article 31. Election, discharge and dismissal of the Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, dismissed and discharged by the Board of Directors from among its members.
2. Where the Chairperson submits a resignation letter or is dismissed/discharged, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal/discharge.

### **Article 32. Remuneration and other benefits of members of the Board of Directors**

Remuneration and other benefits of members of the Board of Directors shall comply with Article 27 of the Company Charter and the law.

## **B. ORDER AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 33. Minimum number of meetings**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of such Board of Directors. This meeting shall be convened and presided over by the member obtaining the highest number or percentage of votes. Where more than one member obtains the same highest number or percentage of votes, those members shall elect one among them by majority vote to convene the meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

### **Article 34. Cases where an extraordinary meeting of the Board of Directors must be convened**

1. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) upon request of the Supervisory Board or an independent member of the Board of Directors;
  - b) upon request of the General Director or at least five (05) other managers;
  - c) upon request of at least two (02) members of the Board of Directors;
  - d) where the Chairperson deems it necessary to convene a meeting.
2. A request under Clause 1 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decisions to be made within the competence of the Board of Directors.
3. The Chairperson must convene the meeting within seven (07) working days from the date of receipt of the request. If the Chairperson fails to convene the meeting, he/she shall be liable for damage caused to the Company; the requesting person(s) may replace the Chairperson in convening the meeting.

### **Article 35. Notice of meetings of the Board of Directors**

1. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of invitation no later than three (03) working days before the meeting date. The notice must specify the time and venue of the meeting, the agenda, matters to be discussed and decided, and must

be enclosed with documents to be used at the meeting and voting ballots of members. The notice may be sent by invitation letter, telephone, fax, electronic means or other method prescribed in the Charter, provided that it reaches the contact address of each member registered with the Company.

2. The Chairperson or the convening person shall send the notice and enclosed documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

### **Article 36. Right of members of the Supervisory Board to attend meetings of the Board of Directors**

Members of the Supervisory Board have the right to attend meetings of the Board of Directors, discuss matters thereat, but shall not have voting rights.

### **Article 37. Conditions for conducting meetings of the Board of Directors**

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 a meeting convened under this Article does not satisfy the quorum, a second meeting shall be convened within seven (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.

### **Article 38. Voting method**

1. Voting shall be conducted publicly by show of hands, and the minutes taker must record the voting results specifically and clearly in the minutes of the Board of Directors meeting.

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

- a) attending and voting directly at the meeting;
- b) authorizing another person to attend and vote in accordance with Article 40 of these Regulations;
- 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;
- a) sending voting ballots by other means.

3. Where voting ballots are sent to the meeting by mail, such ballots must be sealed in an envelope and delivered to the Chairperson no later than one (01) hour before the opening time. The ballots shall only be opened in the presence of all meeting attendees.

4. A member of the Board of Directors may not vote on a transaction that brings benefits to such member or his/her related person in accordance with the Law on Enterprises and the Company Charter.

### **Article 39. Method of adopting resolutions of the Board of Directors**

1. Resolutions and decisions 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 follow the opinion of the Chairperson of the Board of Directors.

2. A resolution adopted by written consultation shall be passed on the basis of approval by a majority of members of the Board of Directors having voting rights. Such resolution shall have the same validity and effect as a resolution adopted at a meeting.

**Article 40. Authorization by a member of the Board of Directors for another person to attend a meeting**

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

**Article 41. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be minuted and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents: name, head office address and enterprise code; time and venue of the meeting; purpose, agenda and contents; full names of attending members or authorized attendees and method of attendance; full names of absent members and reasons for absence; matters discussed and voted on; summary of opinions of each attending member in chronological order; voting results clearly stating members voting for, against and abstaining; matters passed and the corresponding approval ratios; and full name and signature of the chairperson and the minutes taker.

2. The chairperson, the minutes taker and signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes of meetings of the Board of Directors and documents used at the meetings must be archived at the Company's head office.

4. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancy, the Vietnamese version shall prevail.

5. The Board of Directors may appoint a member of the Board of Directors or another person to act as secretary for the minutes.

**Article 42. Cases where the chairperson and/or the secretary refuses to sign the minutes of a meeting of the Board of Directors**

If the chairperson or the minutes taker refuses to sign the minutes but the minutes are signed by all other attending members of the Board of Directors who approve the minutes, and such minutes contain all contents prescribed at Points a, b, c, d, dd, e, g and h Clause 1 Article 41 of these Regulations, the minutes shall remain valid. The minutes must clearly state the refusal of the chairperson or the minutes taker to sign. Persons signing the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes. The chairperson and the minutes taker shall be personally liable for damage caused to the enterprise by their refusal to sign in accordance with law.

**Article 43. Notice of resolutions and decisions of the Board of Directors**

1. Decisions discussed and resolved at meetings of the Board of Directors shall be promulgated in appropriate document forms (resolutions, decisions, directives, regulations, rules, etc.) and sent to relevant persons and units for implementation. Based on the contents resolved by the Board of Directors, the Chairperson shall, on behalf of the Board of Directors, sign and issue these official documents.

2. After being signed and promulgated by the Chairperson, resolutions, decisions, rules, regulations, directives and other guiding documents must be copied and sent to each member of the Board of

Directors and the Supervisory Board for monitoring and supervision of implementation, and information disclosure must be carried out in relevant cases in accordance with law.

### **C. SELECTION, APPOINTMENT AND DISMISSAL OF THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

#### **Article 44. Criteria of the person in charge of corporate governance**

The person in charge of corporate governance must satisfy the following criteria:

- a) having knowledge of law;
- b) not concurrently working for the approved auditing organization auditing the Company's financial statements;
- c) other criteria as prescribed by law, the Company Charter and decisions of the Board of Directors.

#### **Article 45. Appointment of the person in charge of corporate governance**

The Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently act as company secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

#### **Article 46. Cases of dismissal of the person in charge of corporate governance**

The Board of Directors may dismiss the person in charge of corporate governance when necessary, provided that such dismissal is not contrary to prevailing labor laws.

#### **Article 47. Notice of appointment and dismissal of the person in charge of corporate governance**

Notice of appointment and dismissal of the person in charge of corporate governance shall comply with the Company Charter and securities laws.

#### **Article 48. Rights and obligations of the person in charge of corporate governance**

- a) advising the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on related work between the Company and shareholders;
- b) preparing meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) advising on meeting procedures;
- d) attending meetings;
- a) advising on procedures for preparing resolutions of the Board of Directors in compliance with law;
- e) providing 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 Supervisory Board;
- f) monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- g) acting as the contact point with stakeholders;
- h) keeping information confidential in accordance with law and the Company Charter;
- b) k) other rights and obligations as prescribed by law and the Company Charter.

## **CHAPTER IV: SUPERVISORY BOARD**

### **Article 49. Role, rights and obligations of the Supervisory Board; responsibilities of members of the Supervisory Board**

The role, rights and obligations of the Supervisory Board and the responsibilities of its members shall comply with Article 39 of the Company Charter.

### **Article 50. Term of office, number, composition and structure of the Supervisory Board**

The Supervisory Board of the Company shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be renewed for an unlimited number of terms.

### **Article 51. Criteria and conditions of members of the Supervisory Board**

Members of the Supervisory Board must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of 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 has audited the Company's financial statements during the preceding three (03) consecutive years.

### **Article 52. Nomination and self-nomination of candidates for the Supervisory Board**

The nomination and self-nomination of candidates for the Supervisory Board shall comply with Article 36 of the Company Charter.

### **Article 53. Method of electing members of the Supervisory Board**

1. The election, dismissal and discharge of members of the Supervisory Board fall within the authority of the General Meeting of Shareholders.
2. The election of members of the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected, and may cumulate all or part of such votes for one or several candidates. Elected members shall be determined in descending order of votes from the candidate with the highest number of votes until the number of members prescribed in the Charter is filled. If two or more candidates obtain an equal number of votes for the last seat, a re-election shall be conducted among the tied candidates or selection shall be made in accordance with the election rules or the Company Charter.

### **Article 54. Cases of dismissal and discharge of members of the Supervisory Board**

1. A member of the Supervisory Board shall be dismissed in the following cases:
  - a) no longer satisfying the criteria and conditions to be a member of the Supervisory Board under Article 169 of the Law on Enterprises;
  - b) submission of a resignation letter which is accepted;
  - c) other cases as provided in the Company Charter.
2. A member of the Supervisory Board shall be discharged in the following cases:
  - a) failure to complete assigned duties and tasks;

- b) failure to exercise his/her rights and obligations for six (06) consecutive months, except in force majeure cases;
- c) repeated or serious violations of obligations of members of the Supervisory Board under the Law on Enterprises and the Company Charter;
- d) other cases under resolutions of the General Meeting of Shareholders.

#### **Article 55. Notice of election, dismissal and discharge of members of the Supervisory Board**

1. Where candidates for the Supervisory Board have been identified, the Company must disclose information relating to such candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders may study them before voting. Candidates must provide a written commitment to the truthfulness and accuracy of disclosed personal information and must commit to performing duties honestly, prudently and in the best interests of the Company if elected. Information to be disclosed includes: full name and date of birth; professional qualifications; working experience; other managerial positions; interests related to the Company and its related parties; other information (if any) as required by the Charter; and information on companies in which the candidate holds managerial positions and the candidate's related interests in the Company (if any).
2. Notice of election, dismissal and discharge of members of the Supervisory Board shall be made in accordance with the Company Charter and law.

#### **Article 56. Salary and other benefits of members of the Supervisory Board**

Salary and other benefits of members of the Supervisory Board shall comply with Article 41 of the Company Charter.

### **CHAPTER V: GENERAL DIRECTOR**

#### **Article 57. Role, responsibilities, rights and obligations of the General Director**

1. 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 responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.
2. The rights and obligations of the General Director are provided in the Company Charter and by law.
3. The General Director must manage the daily business operations of the Company in accordance with law, the Company Charter, the labor contract signed with the Company, and resolutions and decisions of the Board of Directors. If operating contrary to the foregoing and causing damage to the Company, the General Director shall be liable before the law and must compensate the Company for such damage.

#### **Article 58. Term of office, criteria and conditions of the General Director**

1. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. Where the term of office of the General Director expires before a new General Director is appointed, the incumbent General Director shall continue to exercise rights and obligations until a decision of the Board of Directors is issued.
2. A person appointed as General Director must satisfy all of the following criteria and conditions:

- having full civil act capacity and not being a person prohibited from managing an enterprise under the Law on Enterprises; being in good health, having good moral qualities, honesty and integrity; possessing legal knowledge and a sense of law observance; and residing permanently in Vietnam;
- having university or higher qualifications in business administration or in the principal business lines and sectors of the Company;
- having at least five (05) years of practical experience in business administration or in the principal business lines and sectors of the Company;
- not being a related person of enterprise managers, Controllers of the Company and its parent company, representatives of state capital, or representatives of enterprise capital in the Company and parent company as prescribed at Point d Clause 46 Article 4 of the Law on Securities;
- not concurrently working for another securities company, fund management company or other enterprise. The General Director must not be a member of the Board of Directors or Members' Council of another securities company;
- not being subject to criminal prosecution, serving a prison sentence or being prohibited from practicing securities under law;
- having at least two (02) years of working experience in professional departments of organizations in the fields of finance, securities, banking or insurance, or in finance, accounting or investment departments of other enterprises;
- holding a securities professional certificate in financial analysis or fund management;
- not having been administratively sanctioned in the securities and stock market sector within the latest six (06) months up to the dossier submission date.

**Article 59. Nomination, self-nomination, appointment and signing of labor contract with the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as General Director. The General Director must not concurrently hold the position of Chairperson of the Board of Directors.
2. If the General Director does not concurrently hold the position of member of the Board of Directors, the Board of Directors may select a candidate satisfying all criteria and conditions for appointment as General Director and sign a labor contract with such person.
3. The Company shall sign a labor contract with the General Director in accordance with labor laws.

**Article 60. Dismissal, discharge and termination of labor contract with the General Director**

The Board of Directors may dismiss, discharge or terminate the labor contract with the General Director where approved by a majority of attending members of the Board of Directors having voting rights, and appoint a new General Director in replacement in accordance with law and the Company Charter.

**Article 61. Notice of appointment, dismissal, signing and termination of contract with the General Director**

Notice of appointment, dismissal, signing and termination of contract with the General Director shall comply with the Company Charter and securities laws.

**Article 62. Salary and other benefits of the General Director**

Salary and other benefits of the General Director shall comply with Article 163 of the Law on Enterprises.

## **CHAPTER VI: OTHER ACTIVITIES**

### **Article 64. Coordination among the Board of Directors, the Supervisory Board and the General Director**

#### 1. Principles of coordination:

- a) always for the common interests of the Company;
- b) in compliance with relevant laws and the Company's internal regulations;
- c) working with a high sense of responsibility, honesty, cooperation and regular exchange in order to jointly resolve problems and difficulties (if any).

#### 2. Coordination between the Board of Directors and the General Director:

- a) at meetings of the Board of Directors, the Chairperson or the person presiding over the meeting shall, based on the meeting contents, decide whether to invite the General Director to attend and give opinions;
- b) quarterly or on an ad hoc basis when requested by the Board of Directors to report on the performance of assigned duties and powers, the General Director shall report to the Board of Directors on the performance of duties and powers assigned under law and the Company's internal regulations;
- c) the Board of Directors has the right to request the General Director and units to report on work performance and provide information in compliance with reporting regimes for the purpose of governance and control under the Charter and internal regulations in conformity with law.

#### 3. Coordination between the Board of Directors and the Supervisory Board:

- a) the Chairperson of the Board of Directors must send meeting notices and enclosed documents to members of the Supervisory Board to attend meetings of the Board of Directors;
- b) minutes of meetings of the Board of Directors, financial information and other documents under law and the Company Charter must be provided to members of the Supervisory Board at the same time and by the same method as to members of the Board of Directors;
- c) upon receipt of inspection minutes or summary reports of the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to formulate corrective plans and implement timely remedies;
- d) the Supervisory Board has an independent relationship with the Board of Directors and performs the function of supervising the activities of the Board of Directors.

#### 4. Coordination between the Supervisory Board and the General Director:

- a) where risks that may affect the reputation or business operations of the Company are detected, the General Director shall promptly report to the Supervisory Board;
- b) the General Director is responsible for facilitating members of the Supervisory Board in accessing information and documents upon request;
- c) members of the Board of Directors, the Supervisory Board and the General Director shall regularly exchange information in the spirit of cooperation and mutual support in accordance with the Company Charter and internal regulations.

5. Specific coordination in control, management and supervision among the Board of Directors, the Supervisory Board and the Board of Management shall comply with law, the Company Charter and relevant internal regulations.

**Article 65. Provisions on annual assessment; commendation and disciplinary actions for members of the Board of Directors, members of the Supervisory Board, the General Director and other executives**

1. Annual assessment, commendation and disciplinary actions for members of the Board of Directors, members of the Supervisory Board and the General Director shall be carried out through the annual operation reports of the Board of Directors, the Supervisory Board and the Board of Management, and in accordance with the Company's regulations on commendation and discipline.

2. Where violations or breaches of the Company's internal rules arise, depending on the severity of each individual's violation, the Emulation, Commendation and Discipline Council shall consider the disciplinary measure and issue a disciplinary decision.

**CHAPTER VII: IMPLEMENTATION PROVISIONS**

1. These Internal Regulations on Corporate Governance of SmartInvest Securities Joint Stock Company comprise sixty-five (65) Articles and shall take effect from ...../..../2026.

2. Where there are legal provisions relating to the Company's operations and/or the Charter that are not mentioned herein, or where there are new legal provisions and/or Charter provisions different from these Regulations, such legal provisions and/or Charter provisions shall automatically apply and govern the Company's operations.

3. Any amendment, supplementation or replacement of the contents of these Regulations shall be decided by the General Meeting of Shareholders.

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

**NGO THI THUY LINH**