

*No.:...../2026/QD - BOD*

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

**RESOLUTION**

**Re: Regulation on the organization and operation of the Board of Supervisors**

**HEAD OF THE BOARD OF SUPERVISORS**

**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...../2026./AAS/NQ-GMS of the General Meeting of Shareholders dated ...../.../2026;*

*Based on practical needs.*

**Article 1:** Issued together with this Resolution “Regulation on the organization and operation of the Board of Supervisors”

**Article 2:** This Resolution takes effect from the date of signing and replaces all previously issued Decisions with the same content.

**Article 3:** Members of the Board of Supervisors, departments/divisions, and relevant individuals shall be responsible for implementing this Decision.

**Recipients:**

**HEAD OF THE BOARD OF SUPERVISORS**

- *As above*
- *Board of Supervisors*
- *Saved: HR & Admin*

**Nguyen Thi Hong Trung**

**DRAFT**

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

## **REGULATION ON THE ORGANIZATION AND OPERATION OF THE BOARD OF SUPERVISORS**

*Pursuant to the Law on Securities dated November 26, 2019, and its amending and supplementing documents;*

*Pursuant to the Law on Enterprises dated June 17, 2020, and its amending and supplementing documents;*

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

*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 detailing the implementation of a number of articles of the Law on Securities;*

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

*Pursuant to Resolution ...../AAS/NQ-GMS of the General Meeting of Shareholders dated ...../...../2026;*

*The Operating Regulations of the Board of Supervisors of SmartInvest Securities Joint Stock Company comprise the following contents:*

### **Chapter I**

#### **GENERAL PROVISIONS**

##### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on operation of the Board of Supervisors provide for the organizational structure, operating principles, requirements, rights and obligations of the Board of Supervisors and its members prescribed by the Law on Enterprises, the Company's Charter and relevant regulations.

2. Regulated entities: the Board of Supervisors and its members.

##### **Article 2. Operating principles of the Board of Supervisors**

The Board of Supervisors shall work on a collective basis. Members of the Board of Supervisors shall be personally responsible for the performance of his/her own tasks and be jointly responsible

to the GMS and the law for the tasks and decision of the Board of Supervisors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF SUPERVISORS (SUPERVISORS)**

#### **Article 3. Rights, obligations and responsibilities of members of the Board of Supervisors**

1. Comply with laws, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in performance of their duties;
2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company;
3. Be loyal to the interests of the Company and shareholders; do not abuse power and position or use information, secrets, business opportunities and other assets of the Company for personal gain or to serve the interests of any other organization or individual;
4. Other obligations prescribed by the Law on Enterprises and the Company's Charter;
5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Board of Supervisors shall personally or jointly pay compensation for such damage. The income and benefits earned by members of the Board of Supervisors from these violations shall be returned to the Company;
6. In case a member of the Board of Supervisors is found to be violating his/her rights or obligations, a written notice shall be sent to the Board of Supervisors requesting the violator to stop committing the violation and take remedial measures.

#### **Article 4. Term of office and number of members of the Board of Supervisors**

1. The Board of Supervisors shall consist of 03 members. The term of office of a member of the Board of Supervisors shall not exceed 05 years, and there is no limit on the number of terms that a member can serve;
2. Members of the Board of Supervisors are not necessarily shareholders of the Company;
3. More than half of the members of the Board of Supervisors must be residents of Vietnam;
4. In case the tenure of all members of the Board of Supervisors ends before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

#### **Article 5. Requirements for becoming members of the Board of Supervisors**

1. Members of the Board of Supervisors must satisfy the following standards and conditions:
  - a) He/she is not any of the persons specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) He/she is trained in economics, finance, accounting, auditing, law, business administration or another major that is relevant to the enterprise's operation;
  - c) He/she is not a relative of any member of the Board of Directors, the General Director or any other managers;

- d) He/she is not a manager and not necessarily a shareholder or employee of the Company;
- e) He/she does not work in the Company's accounting or finance department;
- f) He/she is not a member or employee of the accredited audit organization that is auditing the Company's financial statements over the last three (3) years;
- g) Other requirements prescribed by law and the Company's Charter.

#### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a discipline related to the enterprise's business operations.

The Head of the Board of Supervisors of a securities company must not concurrently be a member of the Board of Supervisors or a manager of another securities company;

- 2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; election, removal and dismissal shall be conducted on the basis of majority voting.
- 3. The rights and obligations of the Head of the Board of Supervisors shall be governed by the Company Charter.

#### **Article 7. Nomination and self-nomination of members of the Board of Supervisors**

1. A shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Supervisors. Candidates shall be nominated as follows:

a) The group of shareholders that nominate candidates to the Board of Supervisors must inform participants of the meeting of this nomination before the opening of the General Meeting of Shareholders;

b) Depending on the number of elected members of the Board of Supervisors, the shareholders or groups of shareholders prescribed in this clause may nominate one or some candidates to the Board of Supervisors according to the decision of the General Meeting of Shareholders. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

2. In case the number of candidates is smaller than the minimum number specified in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, regulation on corporate governance and regulation on operation of the Board of Supervisors. This must be announced before the General Meeting of Shareholders votes for members of the Board of Supervisors as prescribed by law.

#### **Article 8. Method of election, removal and dismissal of members of the Board of Supervisors**

1. Election, dismissal and discharge of members of the Board of Supervisors is under the authority of the General Meeting of Shareholders;

2. The voting on appointment of members of the Board of Supervisors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to his/her shares multiplied by the number of elected members of the Board of Supervisors; each shareholder may cast all or some of the votes for one or some candidates. Elected members of the Board of Supervisors shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case two (2) or more candidates for the last member of the Board of Supervisors receive the same number of votes, they will undergo another round of voting or be selected according to the voting regulations or the Company's Charter.

#### **Article 9. Cases of dismissal, discharge of members of the Board of Supervisors**

1. A member of the Board of Supervisors will be dismissed by the GMS in the following cases:

- a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases specified in the Company's Charter.

2. A member of the Board of Supervisors will be discharged by the GMS in the following cases:

- a) He/she fails to fulfill the assigned tasks and duties;
- b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
- c) He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter.
- d) Other cases specified in the resolution of the GMS.

#### **Article 10. Announcement of election, dismissal and discharge of members of the Board of Supervisors**

1. After candidates for members of the Board of Supervisors have been nominated, the Company shall publish information about these candidates on the Company's website at least ten (10) days before the opening date of the General Meeting of Shareholders for shareholders to review before voting. Each candidate shall prepare a written declaration that the information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Supervisors. Information on candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;
- d) Other managerial positions;
- e) Interests relevant to the Company and the Company's related parties;

- f) Other information (if any) specified in the Company's Charter;
  - g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their related interest to the 7 Company (if any).
2. The Company must disclose information within 24 hours from the time the results of the election, removal or dismissal of members of the Board of Supervisors are available.

### **Chapter III**

#### **THE BOARD OF SUPERVISORS**

##### **Article 11. Rights, obligations and responsibilities of the Board of Supervisors**

1. Supervise the Board of Directors, the General Director managing and operating the Company;
2. Inspect the rationality, legitimacy, truthfulness and prudence in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics and preparation of financial statements;
3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and six-month financial statements of the Company; assess management tasks performed by the Board of Directors; submit reports to the annual General Meeting of Shareholders. Review contracts and transactions with related persons to be approved by the Board of Directors or the General Meeting of Shareholders; offer recommendations concerning these contracts and transactions;
4. Review, inspect, evaluate the effectiveness of the internal control, internal audit, risk management and early warning of the Company;
5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises;
6. Within seven (7) working days from the receipt of the request from a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall carry out an inspection. Within fifteen (15) days from the end of the inspection, the Board of Supervisors shall submit an inspection report to the Board of Directors and the requesting shareholder or group of shareholders. The 8 inspection by the Board of Supervisors must not affect the normal operation of the Board of Directors and the Company's business operation;
7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the Board of Directors or the General Meeting of Shareholders;
8. Whenever a member of the Board of Directors or the General Director is found to be violating Article 165 of the Law on Enterprises, the Board of Supervisors must promptly send a notice to the Board of Directors requesting the violator to stop the violation and take remedial measures;
9. Participate and discuss in meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks;
11. The Board of Supervisors may consult with the Board of Directors before submitting its

reports, verdicts and proposals to the General Meeting of Shareholders;

12. Inspect specific issues relevant to management and administration of the Company at the request of shareholders;

13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders;

14. Convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to do so, as prescribed in Clause 3, Article 140 of the Law on Enterprises;

15. Request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors;

16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises;

17. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations that can audit the Company's financial statements; an accredited audit organization shall also audit the Company's operation where necessary;

18. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors;

19. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers;

20. Cooperate with the Board of Directors, the General Director and shareholders;

21. Send a written notice to the Board of Directors within forty-eight (48) hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, the General Director or other executives of the Company, and request the violator to stop committing the violations and take remedial measures;

22. Formulate regulations on operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;

23. Witness the vote counting by the Board of Directors and issue a vote counting record if requested by the Board of Directors in case of a questionnaire survey for ratification of the General Meeting of Shareholders' resolution;

24. The Head of the Board of Supervisors shall preside over the election of the chairperson of the GMS in case the Chairperson is absent or temporarily unable to work while the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person who receives the most votes shall chair the meeting;

25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter and the resolution of the General Meeting of Shareholders.

#### **Article 12. Right to be provided with information of the Board of Supervisors**

1. Documents and information shall be sent to members of the Board of Supervisors at the same time and using the same method as those applied to members of the Board of Directors, including:

a) Meeting invitations, questionnaires for members of the Board of Directors and enclosed

documents;

b) The resolutions, decisions and minutes of the General Meeting of Shareholders and meetings of the Board of Directors;

c) Reports submitted by the General Director to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors are entitled to access the Company's documents kept at its headquarters, branches and other locations as well as enter the working locations of the Company's managers and employees during office hours; 3. The Board of Directors, its members, the General Director and other managers shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Board of Supervisors or its members.

### **Article 13. Responsibility of the Board of Supervisors to convene an extraordinary General Meeting of Shareholders**

1. The Board of Supervisors shall convene a General Meeting of Shareholders instead of the Board of Directors within thirty (30) days if the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) Number of members of the Board of Supervisors drops below the minimum number prescribed by law;

b) It is requested by a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises;

c) An extraordinary General Meeting of Shareholders is requested by the Board of Supervisors but not convened by the Board of Directors.

2. In case the Board of Supervisors does not convene the General Meeting of Shareholders as per regulations, the Board of Supervisors shall pay damage incurred by the Company;

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

## **Chapter IV**

### **MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 14. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall have at least two (2) meetings per year. Each meeting must be participated by at least two-thirds ( $\frac{2}{3}$ ) of its members;

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the approved auditing organization to attend and answer matters requiring clarification.

#### **Article 15. Minutes of meetings of the Board of Supervisors**

Minutes of these meetings must be detailed, bear the signatures of the minute taker and

participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility to each member.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 16. Submission of annual reports**

Reports of the Board of Supervisors at the Annual General Meeting of Shareholders shall include the following contents:

1. A report on the Company's business results and on the performance of the Board of Directors and the General Director for submission to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.
2. A self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses and other benefits of the Board of Supervisors and each of its members.
4. A summary of meetings of the Board of Supervisors and its conclusions and recommendations; and the results of supervision of the Company's operational and financial situation.
5. An assessment report on transactions between the Company, its subsidiaries, or other companies in which the Company controls more than fifty percent (50%) of the charter capital, and members of the Board of Directors, the General Director and their related persons; and transactions between the Company and a company in which a member of the Board of Directors was a founding member or an enterprise manager during the 03 years immediately preceding the time of the transaction.
6. Results of supervision over the Board of Directors, the General Director and other executives.
7. Results of evaluating coordination between the Board of Supervisors, the Board of Directors, the General Director and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of approved auditing organizations to audit the Company's financial statements; and the approved auditing organization to inspect the Company's activities when deemed necessary.

#### **Article 17. Salary and other benefits**

Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be provided as follows:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, meal, travel expenses and expenses for using independent consulting services. The total remuneration and such expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General

Meeting of Shareholders.

3. The salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

#### **Article 18. Disclosure of related interests**

1. Members of the Board of Supervisors shall declare their related interests, including:

a) Names, enterprise ID numbers, address of head office and business lines of enterprises in which they own or they hold stake or shares, as well as their holding ratio and time of ownership;

b) Names, enterprise ID numbers, address of head office, business lines of enterprises in which their related persons jointly or separately own or hold stake or shares that account for more than 10% of charter capital.

2. The information mentioned in Clause 1 of this Article shall be declared within seven (7) working days from the occurrence date of the related interest; any revision shall be informed to the Company within seven (7) working days from its occurrence date;

3. Members of the Board of Supervisors and their related persons may only use the information obtained from their positions to serve the interests of the Company;

4. Members of the Board of Supervisors shall send written notice to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary 13 companies, companies in which 50% of charter capital is held by the Company with members of the Board of Supervisors or related persons of members of the Board of Supervisors as prescribed by law. The Company shall disclose information about the transactions that are approved by the General Meeting of Shareholders or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure;

5. Members of the Board of Supervisors and their related persons must not use or reveal internal information for carrying out relevant transactions

### **Chapter VI**

#### **RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

##### **Article 19. Relationship between members of the Board of Supervisors**

Members of the Board of Supervisors are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Board of Supervisors as prescribed by law and the Company's Charter. The Head of Board of Supervisors shall coordinate to ensure smooth operation of the Board of Supervisors but does not have the right to control its members.

##### **Article 20. Relationship with the Board of Management**

The Board of Supervisors is independent from the executive board of the Company and shall supervise operation of the executive board.

**Article 21. Relationship with the Board of Directors**

The Board of Supervisors has an independent relationship with the Company's Board of Directors and supervise operation of the Board of Directors.

**Chapter VII**

**IMPLEMENTATION PROVISIONS**

**Article 22. Implementation**

The Operating Regulations of the Board of Supervisors of SmartInvest Securities Joint Stock Company consist of 07 Chapters and 22 Articles and shall take effect from ...../...../2026.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS**

**HEAD OF THE BOARD OF SUPERVISORS**

**NGUYEN THI HONG TRUNG**